

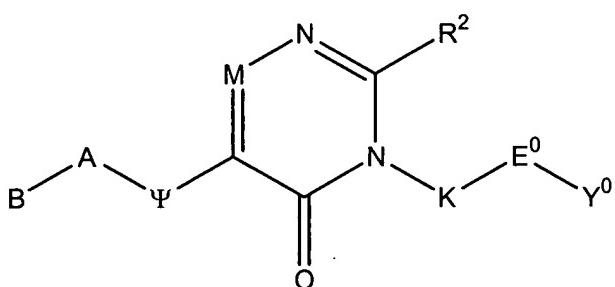
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AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application.

Listing of Claims:

1. (currently amended) A compound of the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of:

(i) phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{32} , (b) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{36} , (c) a ring carbon or nitrogen, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{32} , is optionally substituted by R^{33} , (d) a ring carbon or nitrogen, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{36} , is optionally substituted by R^{35} , and (e) a ring carbon or nitrogen, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{33} and R^{35} , respectively, is optionally substituted by R^{34} ;

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(ii) hydrido, trialkylsilyl, C₂-C₈ alkyl, C₃-C₈ alkylenyl, C₃-C₈ alkenyl, C₃-C₈ alkynyl, and C₂-C₈ haloalkyl, wherein each member of group B may be optionally substituted at any carbon up to 6 atoms from the point of attachment of B to A with one or more of the group consisting of R³², R³³, R³⁴, R³⁵, and R³⁶; and

(iii) a C₃-C₁₂ cycloalkyl or a C₄-C₉ heterocyclyl, wherein (a) each ring carbon may be optionally substituted with R₃₃, (b) a ring carbon, other than the ring carbon at the point of attachment of B to A, may be optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, (c) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R⁹, (d) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R¹³, (e) a ring carbon or nitrogen atom, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R⁹, is optionally substituted by R¹⁰, (f) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹³, is optionally substituted by R¹², (g) a ring carbon or nitrogen, if present, in a first gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹⁰, is optionally substituted by R¹¹, (h) a ring carbon or nitrogen, if present, in a second gamma position relative to the carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹², is optionally substituted by R³³, and (i) a ring carbon or nitrogen, if present, in a delta position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R¹¹ and R³³, respectively, is optionally substituted by R³⁴;

R⁹, R¹⁰, R¹¹, R¹², and R¹³ are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkylenedioxy, haloalkylthio, alkanoyloxy, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclloxy, heterocyclalkoxy, alkoxyalkyl, haloalkoxylalkyl, hydroxy, amino, alkoxyamino, nitro, alkylamino, N-alkyl-N-arylarnino, arylarnino,

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aralkylamino, heteroarylarnino, heteroaralkylarnino, heterocyclarnino, heterocyclalkylarnino, alkylthio, alkylthioalkyl, alkylsulfinyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, alkylsulfonyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, alkylsulfonylalkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocycl, alkylsulfonamido, amidosulfonyl, alkanoyl, haloalkanoyl, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyhaloalkyl, hydroxyalkyl, aminoalkyl, haloalkoxyalkyl, carboxyalkyl, carboalkoxy, carboxy, carboxamido, carboxamidoalkyl, and cyano;

R³², R³³, R³⁴, R³⁵, and R³⁶ are independently selected from the group consisting of:

(i) hydrido, acetamido, haloacetamido, amidino, guanidino, alkylenedioxy, haloalkylthio, alkanoyloxy, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocycloxy, heterocyclalkoxy, alkoxyalkyl, haloalkoxylalkyl, hydroxy, amino, alkoxyamino, nitro, alkylarnino, N-alkyl-N-arylarnino, arylarnino, aralkylarnino, heteroarylarnino, heteroaralkylarnino, heterocyclarnino, heterocyclalkylarnino, alkylthio, alkylthioalkyl, alkylsulfinyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, alkylsulfonyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, alkylsulfonylalkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocycl, alkylsulfonamido, amidosulfonyl, alkanoyl, haloalkanoyl, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyhaloalkyl, hydroxyalkyl, aminoalkyl, haloalkoxyalkyl, carboxyalkyl, carboalkoxy, carboxy, carboxamido, carboxamidoalkyl, and cyano; and

(ii) Q^b:

A is selected from the group consisting of a bond, (W⁷)_{rr}-(CH(R¹⁵))_{pa}, and (CH(R¹⁵))_{pa}-(W⁷)_{rr} wherein rr is 0 or 1, pa is an integer selected from 0 through 6, and W⁷ is selected from the group consisting of O, S, C(O), (R⁷)NC(O), (R⁷)NC(S), and N(R⁷), with the proviso that no more than one of the group consisting of rr and pa is 0;

R⁷ is selected from the group consisting of hydrido, hydroxy, and alkyl;

R¹⁵ is selected from the group consisting of hydrido, hydroxy, halo, alkyl, and haloalkyl;

Ψ is NH or NOH;

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M is [[N or]] R¹-C;

R¹ is selected from the group consisting of hydrido, alkyl, alkenyl, cyano, halo, haloalkyl, haloalkoxy, haloalkylthio, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

R² is Z⁰-Q;

Z⁰ is selected from the group consisting of:

(i) a bond, W⁰-(CH(R⁴²))_p wherein p is an integer selected from 0 through 3 and W⁰ is selected from the group consisting of O, S, C(O), S(O), N(R⁴¹), and ON(R⁴¹), (CH(R⁴¹))_g-O wherein g is an integer selected from 1 through 3, and (CH(R⁴¹))_g-S wherein g is an integer selected from 1 through 3, with the proviso that Z⁰ is directly bonded to the pyrimidinone ring; and

(ii) W²²-(CH(R⁴²))_h wherein h is 0 or 1 and W²² is selected from the group consisting of CR⁴¹=CR⁴², 1,2-cyclopropyl, 1,2-cyclobutyl, 1,2-cyclohexyl, 1,3-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-morpholinyl, 2,4-morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-piperazinyl, 1,3-piperazinyl, 2,3-piperazinyl, 2,6-piperazinyl, 1,2-piperidinyl, 1,3-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,6-piperidinyl, 3,4-piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2,3-tetrahydrofuranyl, 2,4-tetrahydrofuranyl, 2,5-tetrahydrofuranyl, and 3,4-tetrahydrofuranyl, wherein Z⁰ is directly bonded to the pyrimidinone ring and W²² is optionally substituted with one or more substituents selected from the group consisting of R⁹, R¹⁰, R¹¹, R¹², and R¹³,

R⁴¹ and R⁴² are independently selected from the group consisting of amidino, hydroxyamino, hydrido, hydroxy, amino, and alkyl;

Q is selected from the group consisting of:

(i) phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R⁹, (b) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R¹³, (c) a ring carbon or nitrogen, in a first beta position relative to the

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ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R⁹, is optionally substituted by R¹⁰, (d) a ring carbon or nitrogen, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹³, is optionally substituted by R¹², and (e) a ring carbon or nitrogen, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R¹⁰ and R¹², respectively, is optionally substituted by R¹¹ with the proviso that Q is other than phenyl when Z⁰ is a bond; and

(ii) hydrido with the proviso that Z⁰ is other than a bond;

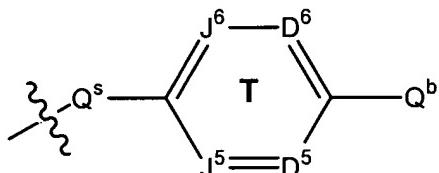
K is (CR^{4a}R^{4b})_n wherein n is 1 or 2;

R^{4a} and R^{4b} are independently selected from the group consisting of halo, hydrido, hydroxyalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;

E⁰ is E¹, when K is (CR^{4a}R^{4b})_n, wherein E¹ is selected from the group consisting of a bond, C(O), C(S), C(O)N(R⁷), (R⁷)NC(O), S(O)₂, (R⁷)NS(O)₂, and S(O)₂N(R⁷);

Y⁰ is selected from the group consisting of:

(i) the formula



wherein J⁵, J⁶, D⁵, D⁶ and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of J⁵ and J⁶ is absent when T is a 5-membered heteroaryl ring, J⁵ is optionally substituted by R¹⁷ when J⁵ is a carbon atom, J⁶ is optionally substituted by R¹⁸ when J⁶ is a carbon atom, D⁵ is optionally substituted by R¹⁶ when D⁵ is a carbon atom and D⁶ is optionally substituted by R¹⁹ when D⁶ is a carbon atom;

(ii) Y^{AT} wherein Y^{AT} is Q^b-Q^s;

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(iii) Q^b-Q^{ss} wherein Q^{ss} is $(CH(R^{14}))_e-W^2-(CH(R^{15}))_h$, wherein e and h are independently 1 or 2 and W^2 is $CR^{4a}=CR^{4b}$ with the proviso that $(CH(R^{14}))_e$ is bonded to E^0 ; and

(iv) Q^b-Q^{ssss} or Q^b-Q^{ssssr} wherein Q^{ssss} is $(CH(R^{38}))_r-W^5$ and Q^{ssssr} is $(CH(R^{38}))_r-W^6$, r is an integer selected from 1 through 2, W^5 and W^6 are independently selected from the group consisting of 1,4-indenyl, 1,5-indenyl, 1,6-indenyl, 1,7-indenyl, 2,7-indenyl, 2,6-indenyl, 2,5-indenyl, 2,4-indenyl, 3,4-indenyl, 3,5-indenyl, 3,6-indenyl, 3,7-indenyl, 2,4-benzofuranyl, 2,5-benzofuranyl, 2,6-benzofuranyl, 2,7-benzofuranyl, 3,4-benzofuranyl, 3,5-benzofuranyl, 3,6-benzofuranyl, 3,7-benzofuranyl, 2,4-benzothiophenyl, 2,5-benzothiophenyl, 2,6-benzothiophenyl, 2,7-benzothiophenyl, 3,4-benzothiophenyl, 3,5-benzothiophenyl, 3,6-benzothiophenyl, 3,7-benzothiophenyl, 2,7-imidazo(1,2-a)pyridinyl, 3,4-imidazo(1,2-a)pyridinyl, 3,5-imidazo(1,2-a)pyridinyl, 3,6-imidazo(1,2-a)pyridinyl, 3,7-imidazo(1,2-a)pyridinyl, 2,4-indolyl, 2,5-indolyl, 2,6-indolyl, 2,7-indolyl, 3,4-indolyl, 3,5-indolyl, 3,6-indolyl, 3,7-indolyl, 1,4-isoindolyl, 1,5-isoindolyl, 1,6-isoindolyl, 2,4-isoindolyl, 2,5-isoindolyl, 2,6-isoindolyl, 2,7-isoindolyl, 1,3-isoindolyl, 3,4-indazolyl, 3,5-indazolyl, 3,6-indazolyl, 3,7-indazolyl, 2,4-benzoxazolyl, 2,5-benzoxazolyl, 2,6-benzoxazolyl, 2,7-benzoxazolyl, 3,4-benzisoxazolyl, 3,5-benzisoxazolyl, 3,6-benzisoxazolyl, 3,7-benzisoxazolyl, 1,4-naphthyl, 1,5-naphthyl, 1,6-naphthyl, 1,7-naphthyl, 1,8-naphthyl, 2,4-naphthyl, 2,5-naphthyl, 2,6-naphthyl, 2,7-naphthyl, 2,8-naphthyl, 2,4-quinolinyl, 2,5-quinolinyl, 2,6-quinolinyl, 2,7-quinolinyl, 2,8-quinolinyl, 3,4-quinolinyl, 3,5-quinolinyl, 3,6-quinolinyl, 3,7-quinolinyl, 3,8-quinolinyl, 4,5-quinolinyl, 4,6-quinolinyl, 4,7-quinolinyl, 4,8-quinolinyl, 1,4-isoquinolinyl, 1,5-isoquinolinyl, 1,6-isoquinolinyl, 1,7-isoquinolinyl, 1,8-isoquinolinyl, 3,4-isoquinolinyl, 3,5-isoquinolinyl, 3,6-isoquinolinyl, 3,7-isoquinolinyl, 3,8-isoquinolinyl, 4,5-isoquinolinyl, 4,6-isoquinolinyl, 4,7-isoquinolinyl, 4,8-isoquinolinyl, 3,4-cinnolinyl, 3,5-cinnolinyl, 3,6-cinnolinyl, 3,7-cinnolinyl, 3,8-cinnolinyl, 4,5-cinnolinyl, 4,6-cinnolinyl, 4,7-cinnolinyl, and 4,8-cinnolinyl, and each carbon and hyrido containing nitrogen member of the ring of the W^5 and of the ring of the W^6 , other than the points of attachment of W^5 and W^6 , is optionally substituted with one or more of the group consisting of R^9 , R^{10} , R^{11} , and R^{12} , with the proviso that Q^b is bonded to lowest number substituent position of each W^5 ,

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with further proviso that Q^b is bonded to highest number substituent position of each W⁶, and with the additional proviso that (CH(R³⁸))_r is bonded to E⁰;

R¹⁶, R¹⁷, R¹⁸, and R¹⁹ are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, nitro, alkoxyamino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, alkenyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, haloalkoxyalkyl, carboalkoxy, and cyano;

Q^b is selected from the group consisting of NR²⁰R²¹, aminoalkyl, hydrido, N(R²⁶)C(NR²⁵)N(R²³)(R²⁴), and C(NR²⁵)NR²³R²⁴, with the proviso that no more than one of R²⁰ and R²¹ is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino and with the further proviso that no more than one of R²³ and R²⁴ is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino;

R²⁰, R²¹, R²³, R²⁴, R²⁵, and R²⁶ are independently selected from the group consisting of hydrido, alkyl, hydroxy, aminoalkyl, amino, dialkylamino, alkylamino, and hydroxyalkyl;

Q^s is selected from the group consisting of a bond, (CR³⁷R³⁸)_b wherein b is an integer selected from 1 through 4, and (CH(R¹⁴))_c-W¹-(CH(R¹⁵))_d wherein c and d are integers independently selected from 1 through 3 and W¹ is selected from the group consisting of C(O)N(R¹⁴), (R¹⁴)NC(O), S(O), S(O)₂, S(O)₂N(R¹⁴), N(R¹⁴)S(O)₂, and N(R¹⁴), with the provisos that R¹⁴ is selected from other than halo when directly bonded to N and that (CR³⁷R³⁸)_b, and (CH(R¹⁴))_c are bonded to E⁰;

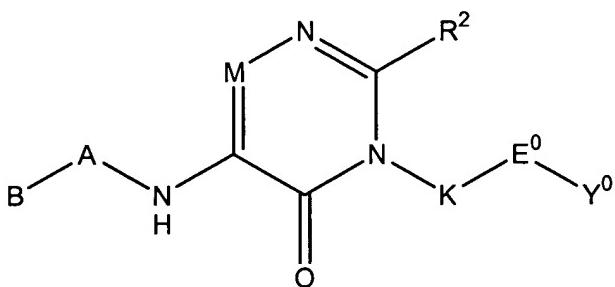
R¹⁴ is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

R³⁷ and R³⁸ are independently selected from the group consisting of hydrido, alkyl, and haloalkyl; and

R³⁸ is optionally aroyl or heteroaroyl, wherein R³⁸ is optionally substituted with one or more substituents selected from the group consisting of R¹⁶, R¹⁷, R¹⁸, and R¹⁹.

2. (currently amended): The compound as recited in claim 1 having the Formula:

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or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of:

(i) phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R³², (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R³⁶, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R³², is optionally substituted by R³³, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R³⁶, is optionally substituted by R³⁵, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R³³ and R³⁵, respectively, is optionally substituted by R³⁴;

(ii) hydrido, trialkylsilyl, C₂-C₈ alkyl, C₃-C₈ alkylenyl, C₃-C₈ alkenyl, C₃-C₈ alkynyl, and C₂-C₈ haloalkyl, wherein each member of group B is optionally substituted at any carbon up to 6 atoms from the point of attachment of B to A with one or more of the group consisting of R³², R³³, R³⁴, R³⁵, and R³⁶; and

(iii) a C₃-C₁₂ cycloalkyl or C₄-C₉ heterocyclyl, wherein (a) each ring carbon may be optionally substituted with R₃₃, (b) a ring carbon, other than the ring carbon at the point of attachment of B to A, may be optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, (c) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R⁹, (d) a ring carbon or nitrogen in a second

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alpha position relative to the ring carbon at the point of attachment is optionally substituted by R¹³, (e) a ring carbon or nitrogen atom, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R⁹, is optionally substituted by R¹⁰, (f) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹³, is optionally substituted by R¹², (g) a ring carbon or nitrogen, if present, in a first gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹⁰, is optionally substituted by R¹¹, (h) a ring carbon or nitrogen, if present, in a second gamma position relative to the carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹², is optionally substituted by R³³, and (i) a ring carbon or nitrogen, if present, in a delta position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R¹¹ and R³³, respectively, is optionally substituted by R³⁴;

R³², R³³, R³⁴, R³⁵, and R³⁶ are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkylenedioxy, haloalkylthio, alkanoyloxy, alkoxy, hydroxy, amino, alkoxyamino, haloalkanoyl, nitro, alkylamino, alkylthio, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

R⁹, R¹⁰, R¹¹, R¹², and R¹³ are independently selected from the group consisting of hydrido, acetamido, haloacetamido, alkoxyamino, alkanoyl, haloalkanoyl, amidino, guanidino, alkylenedioxy, haloalkylthio, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, heterocyclalkoxy, hydroxy, amino, alkylamino, N-alkyl-N-arylarnino, arylamino, aralkylamino, heteroarylarnino, heteroaralkylarnino, heterocyclarnino, heterocyclalkylarnino, alkylthio, alkylsulfinyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, alkylsulfamido, alkylsulfonyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl,

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amidosulfonyl, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, and cyano;

A is a bond or $(CH(R^{15}))_{pa}-(W^7)_{rr}$, wherein rr is 0 or 1, pa is an integer selected from 0 through 3, and W⁷ is selected from the group consisting of O, S, C(O), (R⁷)NC(O), (R⁷)NC(S), and N(R⁷);

R⁷ is selected from the group consisting of hydrido, hydroxy and alkyl;

R¹⁵ is selected from the group consisting of hydrido, hydroxy, halo, alkyl, and haloalkyl;

M is N or R¹-C;

R¹ is selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

R² is Z⁰-Q;

Z⁰ is selected from the group consisting of:

(i) a bond, W⁰-(CH(R⁴²))_p, wherein p is an integer selected from 0 through 3 and W⁰ is selected from the group consisting of O, S, and N(R⁴¹), and (CH(R⁴¹))_g-O wherein g is an integer selected from 1 through 3, with the proviso that Z⁰ is directly bonded to the pyrimidinone ring; and

(ii) W²²-(CH(R⁴²))_h, wherein h is 0 or 1 and W²² is selected from the group consisting of 1,2-cyclopropyl, 1,2-cyclobutyl, 1,2-cyclohexyl, 1,3-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-morpholinyl, 2,4-morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-piperazinyl, 1,3-piperazinyl, 2,3-piperazinyl, 2,6-piperazinyl, 1,2-piperidinyl, 1,3-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,6-piperidinyl, 3,4-piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2,3-tetrahydrofuranyl, 2,4-tetrahydrofuranyl, 2,5-tetrahydrofuranyl, and 3,4-tetrahydrofuran, wherein Z⁰ is directly bonded to the pyrimidinone ring and W²² is optionally substituted with one or more substituents selected from the group consisting of R⁹, R¹⁰, R¹¹, R¹², and R¹³,

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R^{41} is selected from the group consisting of hydrido, hydroxy, amino, and alkyl;

R^{42} is selected from the group consisting of amidino, hydroxyamino, hydrido, hydroxy, amino, and alkyl;

Q is selected from the group consisting of:

(i) phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9 , (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13} , (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9 , is optionally substituted by R^{10} , (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13} , is optionally substituted by R^{12} , and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12} , respectively, is optionally substituted by R^{11} , with the proviso that Q is other than a phenyl when Z^0 is a bond; and

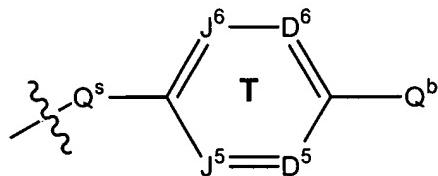
(ii) hydrido with the proviso that Z^0 is selected from other than a bond;

K is CHR^{4a} wherein R^{4a} is selected from the group consisting of hydrido, hydroxyalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;

E^0 is selected from the group consisting of a bond, $C(O)N(H)$, $(H)NC(O)$, $(R^7)NS(O)_2$, and $S(O)_2N(R^7)$;

Y^0 is selected from the group consisting of:

(i) the formula



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wherein J^5 , J^6 , D^5 , D^6 and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of J^5 and J^6 is absent when T is a 5-membered heteroaryl ring, J^5 is optionally substituted by R^{17} when J^5 is a carbon atom, J^6 is optionally substituted by R^{18} when J^6 is a carbon atom, D^5 is optionally substituted by R^{16} when D^5 is a carbon atom and D^6 is optionally substituted by R^{19} when D^6 is a carbon atom;

(ii) Y^{AT} wherein Y^{AT} is Q^b-Q^s ; and

(iii) Q^b-Q^{ss} wherein Q^{ss} is $(CH(R^{14}))_e-W^2-(CH(R^{15}))_h$, wherein e and h are independently 1 or 2 and W^2 is $CR^{4a}=CH$ with the proviso that $(CH(R^{14}))_e$ is bonded to E^0 ;

R^{16} , R^{17} , R^{18} , and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that no more than one of R^{20} and R^{21} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino and with the further proviso that no more than one of R^{23} and R^{24} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino;

R^{20} , R^{21} , R^{23} , R^{24} , R^{25} , and R^{26} are independently selected from the group consisting of hydrido, alkyl, hydroxy, amino, alkylamino and dialkylamino;

Q^s is selected from the group consisting of a bond, $(CR^{37}R^{38})_b$ wherein b is an integer selected from 1 through 4, and $(CH(R^{14}))_c-W^1-(CH(R^{15}))_d$ wherein c and d are integers independently selected from 1 through 3 and W^1 is selected from the group consisting of $C(O)N(R^{14})$, $(R^{14})NC(O)$, $S(O)$, $S(O)_2$, $S(O)_2N(R^{14})$, $N(R^{14})S(O)_2$, and $N(R^{14})$, with the proviso that R^{14} is selected from other than halo when directly bonded to N and with the further proviso that $(CR^{37}R^{38})_b$ and $(CH(R^{14}))_c$ are bonded to E^0 ;

R^{14} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

R^{37} and R^{38} are independently selected from the group consisting of hydrido, alkyl, and haloalkyl; and

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R³⁸ is optionally aroyl or heteroaroyl, wherein R³⁸ is optionally substituted with one or more substituents selected from the group consisting of R¹⁶, R¹⁷, R¹⁸, and R¹⁹.

3. (currently amended): The compound as recited in claim 2 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of R³², R³³, R³⁴, R³⁵, and R³⁶;

R³², R³³, R³⁴, R³⁵, and R³⁶ are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

A is (CH(R¹⁵))_{pa}-W⁷ wherein pa is an integer selected from 0 through 3 and W⁷ is selected from the group consisting of O, S, and N(R⁷) wherein R⁷ is hydrido or alkyl;

R¹⁵ is selected from the group consisting of hydrido, hydroxy, halo, alkyl, and haloalkyl with the proviso that R¹⁵ is other than hydroxy and halo when R¹⁵ is on the carbon bonded directly to W⁷;

M is N or R¹-G;

R¹ is selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

R² is Z⁰-Q;

Z⁰ is a bond or W⁰-(CH(R⁴²))_p wherein p is an integer selected from 0 through 3 and W⁰ is selected from the group consisting of O, S, and N(R⁴¹), with the proviso that Z⁰ is directly bonded to the pyrimidinone ring;

R⁴¹ is selected from the group consisting of hydrido, hydroxy, and alkyl;

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R^{42} is selected from the group consisting of amidino, hydrido, hydroxy, amino, and alkyl;

Q is phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9 , (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13} , (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9 , is optionally substituted by R^{10} , (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13} , is optionally substituted by R^{12} , and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12} , respectively, is optionally substituted by R^{11} , with the proviso that Q is other than a phenyl when Z^0 is a bond;

R^9 , R^{10} , R^{11} , R^{12} , and R^{13} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, alkoxyamino, alkanoyl, haloalkanoyl, amidino, guanidino, alkyleneedioxy, haloalkylthio, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclxy, heterocyclalkoxy, hydroxy, amino, alkylamino, N-alkyl-N-arylarnino, arylamino, aralkylamino, heteroarylarnino, heteroaralkylarnino, heterocyclarnino, heterocyclalkylarnino, alkylthio, alkylsulfinyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, alkylsulfamido, alkylsulfonyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, amidosulfonyl, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocycl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, and cyano;

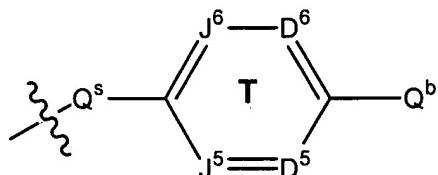
K is CHR^{4a} wherein R^{4a} is selected from the group consisting of hydrido, hydroxyalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;

E^0 is selected from the group consisting of a bond, $C(O)N(H)$, $(H)NC(O)$, $(R^7)NS(O)_2$, and $S(O)_2N(R^7)$;

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Y^0 is selected from the group consisting of:

(i) the formula



wherein J^5 , J^6 , D^5 , D^6 and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of J^5 and J^6 is absent when T is a 5-membered heteroaryl ring, J^5 is optionally substituted by R^{17} when J^5 is a carbon atom, J^6 is optionally substituted by R^{18} when J^6 is a carbon atom, D^5 is optionally substituted by R^{16} when D^5 is a carbon atom and D^6 is optionally substituted by R^{19} when D^6 is a carbon atom; and

(ii) Q^b-Q^{ss} wherein Q^{ss} is $(CH(R^{14}))_e-W^2-(CH(R^{15}))_h$, wherein e and h are integers independently selected from 1 through 2 and W^2 is $CR^{4a}=CH$ with the proviso that $(CH(R^{14}))_e$ is bonded to E^0 ;

R^{16} , R^{17} , R^{18} , and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that no more than one of R^{20} and R^{21} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino and with the further proviso that no more than one of R^{23} and R^{24} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino;

R^{20} , R^{21} , R^{23} , R^{24} , R^{25} , and R^{26} are independently selected from the group consisting of hydrido, alkyl, hydroxy, amino, alkylamino and dialkylamino;

Q^s is selected from the group consisting of a bond, $(CR^{37}R^{38})_b$ wherein b is an integer selected from 1 through 3, and $(CH(R^{14}))_c-W^1-(CH(R^{15}))_d$ wherein c and d are independently 1 or 2 and W^1 is selected from the group consisting of

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C(O)N(R¹⁴), (R¹⁴)NC(O), S(O), S(O)₂, S(O)₂N(R¹⁴), N(R¹⁴)S(O)₂, and N(R¹⁴), with the proviso that R¹⁴ is selected from other than halo when directly bonded to N and with the further proviso that (CR³⁷R³⁸)_b, and (CH(R¹⁴))_c are bonded to E⁰;

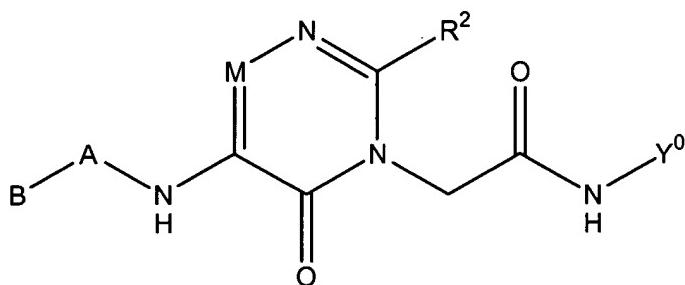
R¹⁴ is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

R¹⁴ is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

R³⁷ and R³⁸ are independently selected from the group consisting of hydrido, alkyl, and haloalkyl; and

R³⁸ is optionally aroyl and heteroaroyl.

4. (currently amended): The compound as recited in claim 3 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, trialkylsilyl, C2-C4 alkyl, C3-C5 alkenyl, C3-C4 alkynyl, and C2-C4 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 3 atoms from the point of attachment of B to A with one or more of the group consisting of R³², R³³, and R³⁴;

R³², R³³, and R³⁴ are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboalkoxy, carboxy, carboxamido, and cyano;

A is (CH(R¹⁵))_{pa}-N(R⁷) wherein pa is an integer selected from 0 through 2 and R⁷ is selected from the group consisting of hydrido and alkyl;

R¹⁵ is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

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M is N or R¹-C;

R¹ is selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

R² is Z⁰-Q;

Z⁰ is a bond or W⁰-CH(R⁴²) wherein W⁰ is selected from the group consisting of O, S, and N(R⁴¹);

R⁴¹ and R⁴² are independently hydrido or alkyl;

Q is phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R⁹, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R¹³, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R⁹, is optionally substituted by R¹⁰, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹³, is optionally substituted by R¹², and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R¹⁰ and R¹², respectively, is optionally substituted by R¹¹, with the proviso that Q is other than a phenyl when Z⁰ is a bond;

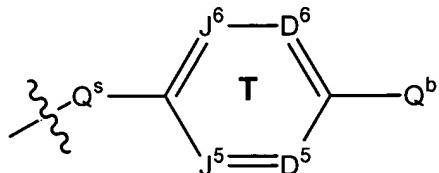
R⁹, R¹¹, and R¹³ are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboxy, carboxamido, and cyano;

R¹⁰ and R¹² are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, heterocyclalkoxy, hydroxy, amino, alkoxyamino, alkylamino, arylamino, aralkylamino, heteroarylarnino, heteroaralkylamino, heterocyclalamino, heterocyclalkylamino, alkylsulfonamido,

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amidosulfonyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, halo, haloalkyl, and cyano;

Y^0 is the formula



wherein J^5 , J^6 , D^5 , D^6 and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of J^5 and J^6 is absent when T is a 5-membered heteroaryl ring, J^5 is optionally substituted by R^{17} when J^5 is a carbon atom, J^6 is optionally substituted by R^{18} when J^6 is a carbon atom, D^5 is optionally substituted by R^{16} when D^5 is a carbon atom and D^6 is optionally substituted by R^{19} when D^6 is a carbon atom;

R^{16} , R^{17} , R^{18} , and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, with the proviso that no more than one of R^{20} and R^{21} is hydroxy and with the further proviso that no more than one of R^{23} and R^{24} is hydroxy;

R^{20} , R^{21} , R^{23} , R^{24} , R^{25} , and R^{26} are independently selected from the group consisting of hydrido, alkyl, and hydroxy; and

Q^s is selected from the group consisting of a bond, CH_2 , and CH_2CH_2 .

5. (currently amended): Compound of claim 4 or a pharmaceutically acceptable salt thereof, wherein;

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B is selected from the group consisting of ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, -CH₂CH₂CH₂-, -CH₂CH₂CH₂CH₂-, butyl, 2-butenyl, 3-butenyl, 2-butynyl, sec-butyl, tert-butyl, isobutyl, 2-methylpropenyl, 2,2,2-trifluoroethyl, 3,3,3-trifluoropropyl, and 2,2-difluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 3 atoms from the point of attachment of B to A with one or more of the group consisting of R³², R³³, and R³⁴;

R³², R³³, and R³⁴ are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

A is selected from the group consisting of a bond, NH, and N(CH₃);

M is N or R¹-C;

R¹ is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

R² is Z⁰-Q;

Z⁰ is selected from the group consisting of a bond, O, S, NH, N(CH₃), OCH₂, SCH₂, N(H)CH₂, and N(CH₃)CH₂;

Q is selected from the group consisting of phenyl and 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl heteroaryl rings, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the

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point of attachment is optionally substituted by R⁹, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R¹³, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R⁹, is optionally substituted by R¹⁰, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹³, is optionally substituted by R¹², and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R¹⁰ and R¹², respectively, is optionally substituted by R¹¹, with the proviso that Q is other than a phenyl when Z⁰ is a bond;

R⁹, R¹¹, and R¹³ are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

R¹⁰ and R¹² are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl,

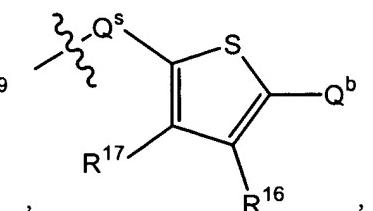
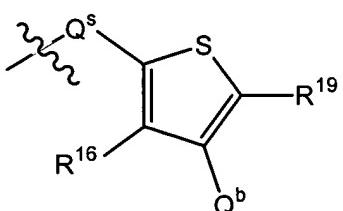
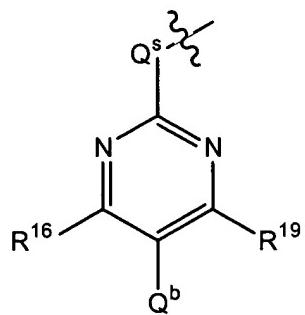
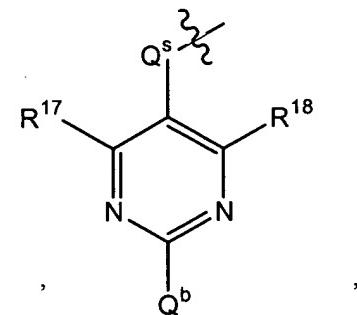
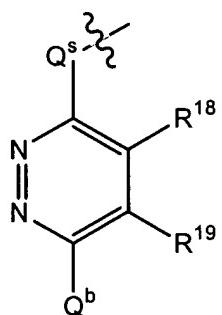
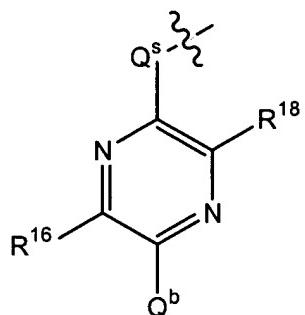
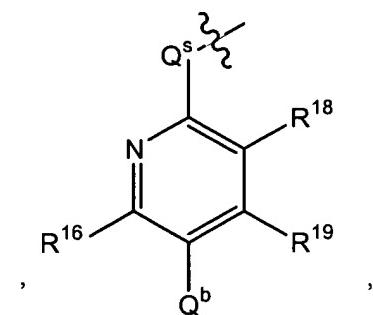
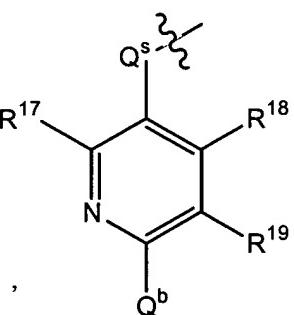
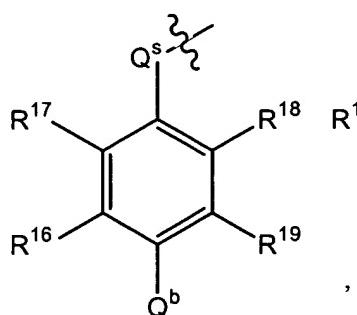
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N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl,
N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamidosulfonyl, N-(2-chlorobenzyl)amidosulfonyl,
N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl,
N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl,
N-cyclohexylamidocarbonyl, fluoro, chloro, bromo, cyano, cyclobutoxy, cyclohexoxy, cyclohexylmethoxy, 4-trifluoromethylcyclohexylmethoxy, cyclopentoxy, benzyl, benzyloxy, 4-bromo-3-fluorophenoxy,
3-bromobenzyloxy, 4-bromobenzyloxy, 4-bromobenzylamino,
5-bromopyrid-2-ylmethylamino, 4-butoxyphenamino, 3-chlorobenzyl,
4-chlorophenoxy, 4-chloro-3-ethylphenoxy, 4-chloro-3-ethylbenzylamino,
4-chloro-3-ethylphenylamino, 3-chlorobenzyloxy, 4-chlorobenzyloxy,
4-chlorobenzylsulfonyl, 4-chlorophenylamino, 4-chlorophenylsulfonyl,
5-chloropyrid-3-yloxy, 2-cyanopyrid-3-yloxy, 2,3-difluorobenzyloxy,
2,4-difluorobenzyloxy, 3,4-difluorobenzyloxy, 2,5-difluorobenzyloxy,
3,5-difluorophenoxy, 3,5-difluorobenzyloxy, 4-difluoromethoxybenzyloxy,
2,3-difluorophenoxy, 2,4-difluorophenoxy, 2,5-difluorophenoxy,
3,5-dimethylphenoxy, 3,4-dimethylphenoxy, 3,4-dimethylbenzyloxy,
3,5-dimethylbenzyloxy, 4-ethoxyphenoxy, 4-ethylbenzyloxy, 3-ethylphenoxy, 4-ethylaminophenoxy, 3-ethyl-5-methylphenoxy, 4-fluorobenzyloxy,
2-fluoro-3-trifluoromethylbenzyloxy, 3-fluoro-5-trifluoromethylbenzyloxy,
4-fluoro-2-trifluoromethylbenzyloxy, 4-fluoro-3-trifluoromethylbenzyloxy,
2-fluorophenoxy, 4-fluorophenoxy, 2-fluoro-3-trifluoromethylphenoxy,
2-fluorobenzyloxy, 4-fluorophenylamino, 2-fluoro-4-trifluoromethylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy,
4-isopropyl-3-methylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy,
4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, phenylamino,
1-phenylethoxy, 2-phenylethoxy, 2-phenylethyl, 2-phenylethylamino, phenylsulfonyl,
3-trifluoromethoxybenzyloxy, 4-trifluoromethoxybenzyloxy,

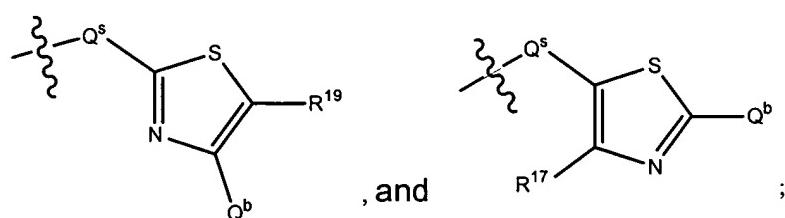
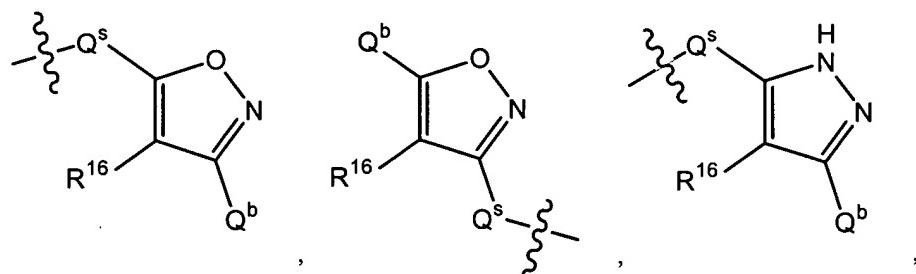
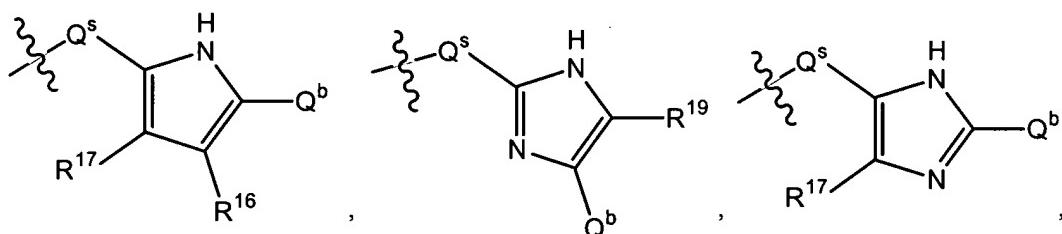
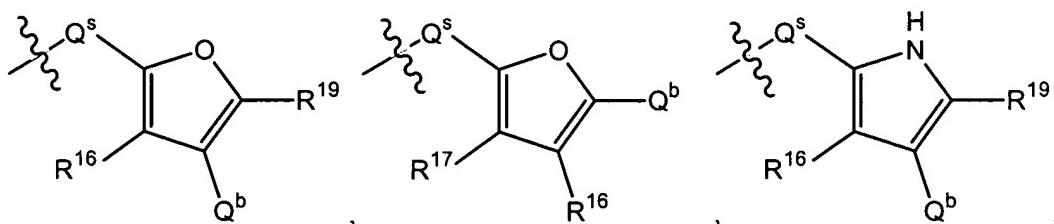
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3-trifluoromethoxyphenoxy, 4-trifluoromethoxyphenoxy,
3-trifluoromethylbenzyloxy, 4-trifluoromethylbenzyloxy,
2,4-bis-trifluoromethylbenzyloxy, 3-trifluoromethylbenzyl,
3,5-bis-trifluoromethylbenzyloxy, 4-trifluoromethylphenoxy,
3-trifluoromethylphenoxy, 3-trifluoromethylthiobenzyloxy,
4-trifluoromethylthiobenzyloxy, 2,3,4-trifluorophenoxy, 2,3,5-trifluorophenoxy, 3-pentafluoroethylphenoxy, 3-(1,1,2,2-tetrafluoroethoxy)phenoxy, and
3-trifluoromethylthiophenoxy;

Y^0 is selected from the group consisting of:



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R^{16} , R^{17} , R^{18} , and R^{19} are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio,

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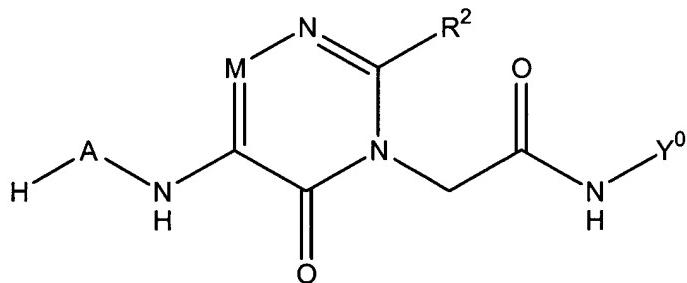
isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, and cyano;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, with the proviso that no more than one of R^{20} , R^{21} , R^{23} , and R^{24} can be hydroxy, when any two of the group consisting of R^{20} , R^{21} , R^{23} , and R^{24} are bonded to the same atom and with the further proviso that said Q^b group is bonded directly to a carbon atom;

R^{20} , R^{21} , R^{23} , R^{24} , R^{25} , and R^{26} are independently selected from the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy; and

Q^s is selected from the group consisting of a bond, CH_2 , and CH_2CH_2 .

6. (currently amended): The compound as recited in claim 4 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

A is selected from the group consisting of $CH_2N(CH_3)$, $CH_2N(CH_2CH_3)$, $CH_2CH_2N(CH_3)$, and $CH_2CH_2N(CH_2CH_3)$;

M is N or R^+G ;

R^1 is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

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R^2 is Z^0 -Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, N(CH₃), OCH₂, SCH₂, N(H)CH₂, and N(CH₃)CH₂;

Q is selected from the group consisting of phenyl and 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl heteroaryl rings, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R⁹, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R¹³, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R⁹, is optionally substituted by R¹⁰, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹³, is optionally substituted by R¹², and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R¹⁰ and R¹², respectively, is optionally substituted by R¹¹, with the proviso that Q is other than a phenyl when Z⁰ is a bond;

R⁹, R¹¹, and R¹³ are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

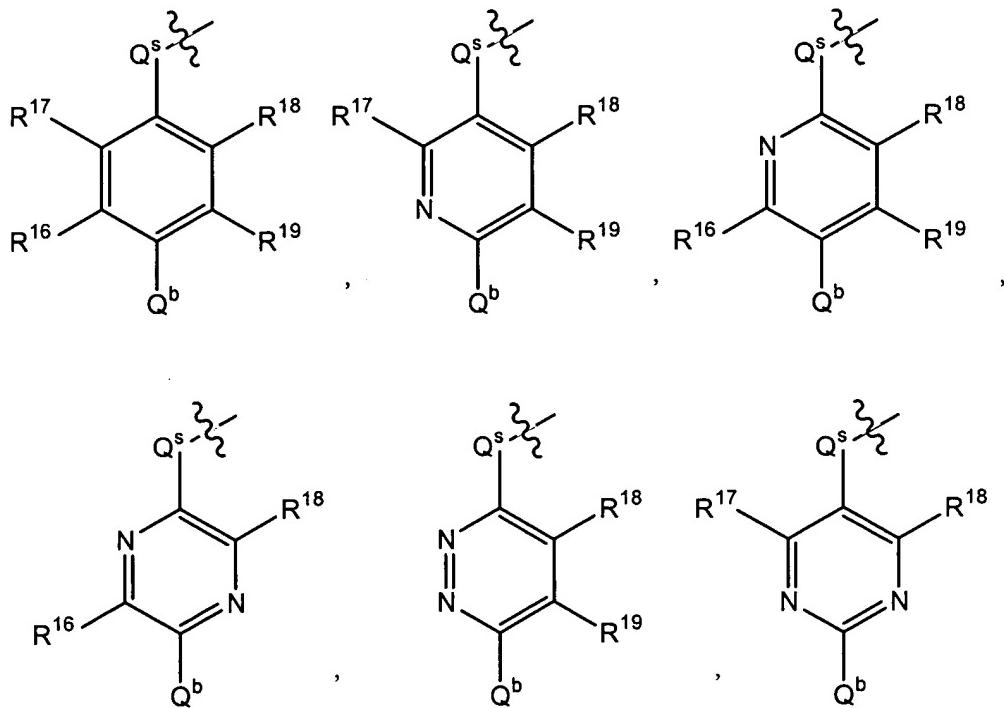
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R¹⁰ and R¹² are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl, N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamidosulfonyl, N-(2-chlorobenzyl)amidosulfonyl, N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl, N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl, N-cyclohexylamidocarbonyl, fluoro, chloro, bromo, cyano, cyclobutoxy, cyclohexoxy, cyclohexylmethoxy, 4-trifluoromethycyclohexylmethoxy, cyclopentoxy, benzyl, benzyloxy, 4-bromo-3-fluorophenoxy, 3-bromobenzyloxy, 4-bromobenzyloxy, 4-bromobenzylamino, 5-bromopyrid-2-ylmethylamino, 4-butoxyphenamino, 3-chlorobenzyl, 4-chlorophenoxy, 4-chloro-3-ethylphenoxy, 4-chloro-3-ethylbenzylamino, 4-chloro-3-ethylphenylamino, 3-chlorobenzyloxy, 4-chlorobenzyloxy, 4-chlorobenzylsulfonyl, 4-chlorophenylamino, 4-chlorophenylsulfonyl, 5-chloropyrid-3-yloxy, 2-cyanopyrid-3-yloxy, 2,3-difluorobenzyloxy, 2,4-difluorobenzyloxy, 3,4-difluorobenzyloxy, 2,5-difluorobenzyloxy, 3,5-difluorophenoxy, 3,5-difluorobenzyloxy, 4-difluoromethoxybenzyloxy, 2,3-difluorophenoxy, 2,4-difluorophenoxy, 2,5-difluorophenoxy, 3,5-dimethylphenoxy, 3,4-dimethylphenoxy, 3,4-dimethylbenzyloxy, 3,5-dimethylbenzyloxy, 4-ethoxyphenoxy, 4-ethylbenzyloxy, 3-ethylphenoxy, 4-ethylaminophenoxy, 3-ethyl-5-methylphenoxy, 4-fluorobenzyloxy,

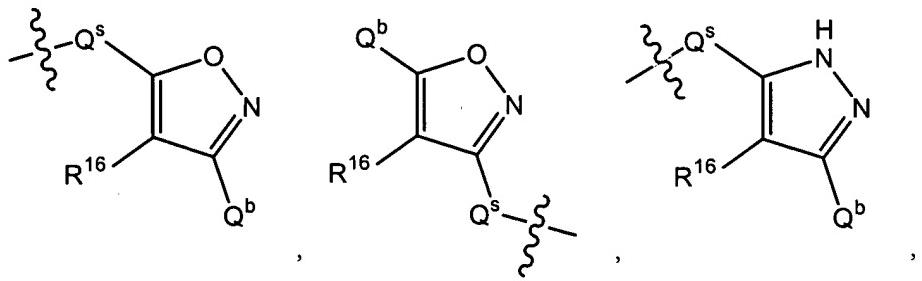
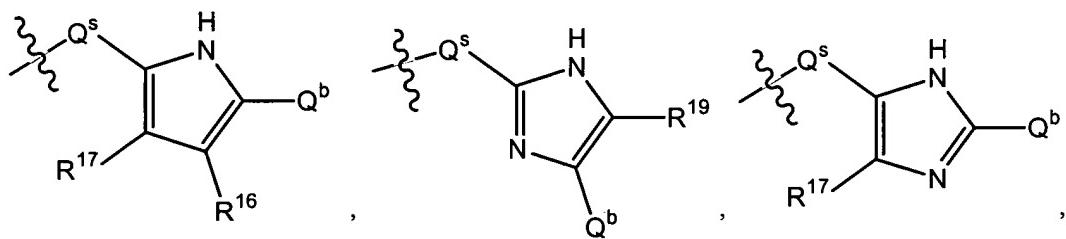
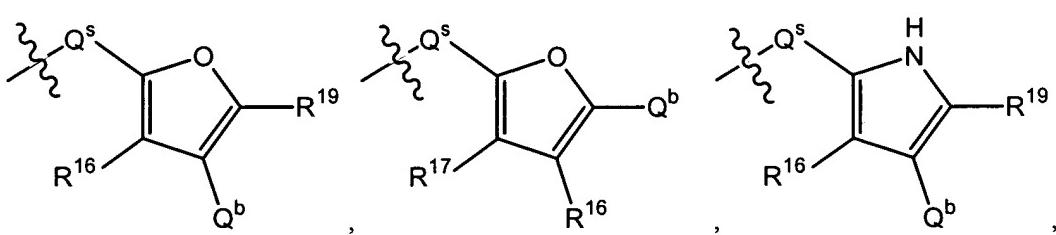
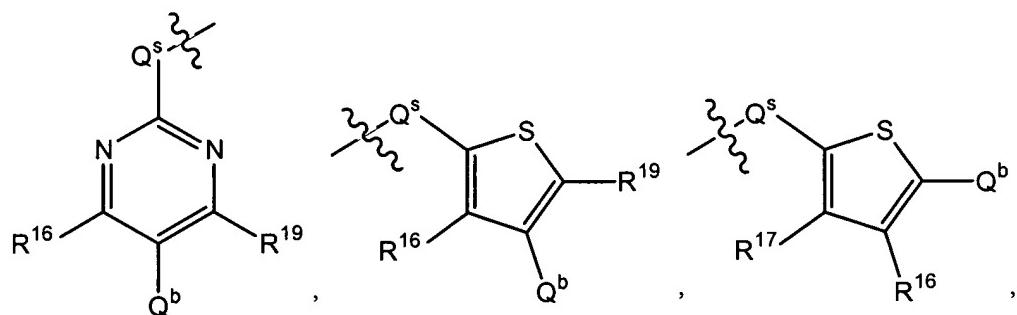
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2-fluoro-3-trifluoromethylbenzyloxy, 3-fluoro-5-trifluoromethylbenzyloxy,
4-fluoro-2-trifluoromethylbenzyloxy, 4-fluoro-3-trifluoromethylbenzyloxy,
2-fluorophenoxy, 4-fluorophenoxy, 2-fluoro-3-trifluoromethylphenoxy,
2-fluorobenzyloxy, 4-fluorophenylamino, 2-fluoro-4-trifluoromethylphenoxy, 4-
isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy,
4-isopropyl-3-methylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy,
4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, phenylamino,
1-phenylethoxy, 2-phenylethoxy, 2-phenylethyl, 2-phenylethylamino, phenylsulfonyl,
3-trifluoromethoxybenzyloxy, 4-trifluoromethoxybenzyloxy,
3-trifluoromethoxyphenoxy, 4-trifluoromethoxyphenoxy,
3-trifluoromethylbenzyloxy, 4-trifluoromethylbenzyloxy,
2,4-bis-trifluoromethylbenzyloxy, 3-trifluoromethylbenzyl,
3,5-bis-trifluoromethylbenzyloxy, 4-trifluoromethylphenoxy,
3-trifluoromethylphenoxy, 3-trifluoromethylthiobenzyloxy,
4-trifluoromethylthiobenzyloxy, 2,3,4-trifluorophenoxy, 2,3,5-trifluorophenoxy, 3-
pentafluoroethylphenoxy, 3-(1,1,2,2-tetrafluoroethoxy)phenoxy, and
3-trifluoromethylthiophenoxy;

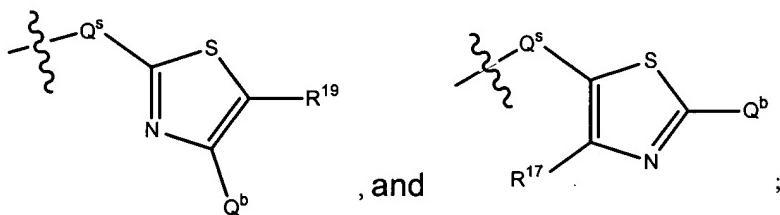
Y^0 is selected from the group consisting of:



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R^{16} , R^{17} , R^{18} , and R^{19} are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, and cyano;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, with the proviso that no more than one of R^{20} , R^{21} , R^{23} , and R^{24} can be hydroxy, when any two of the group consisting of R^{20} , R^{21} , R^{23} , and R^{24} are bonded to the same atom and with the further proviso that said Q^b group is bonded directly to a carbon atom;

R^{20} , R^{21} , R^{23} , R^{24} , R^{25} , and R^{26} are independently selected from the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy; and

Q^s is selected from the group consisting of a bond, CH_2 , and CH_2CH_2 .

7. (currently amended): The compound as recited in claim 6 or a pharmaceutically acceptable salt thereof, wherein;

A is selected from the group consisting of $CH_2N(CH_3)$, $CH_2N(CH_2CH_3)$, $CH_2CH_2N(CH_3)$, and $CH_2CH_2N(CH_2CH_3)$;

~~M is N or R^1-G ;~~

R^1 is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

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R^2 is Z^0 -Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, and N(CH₃);

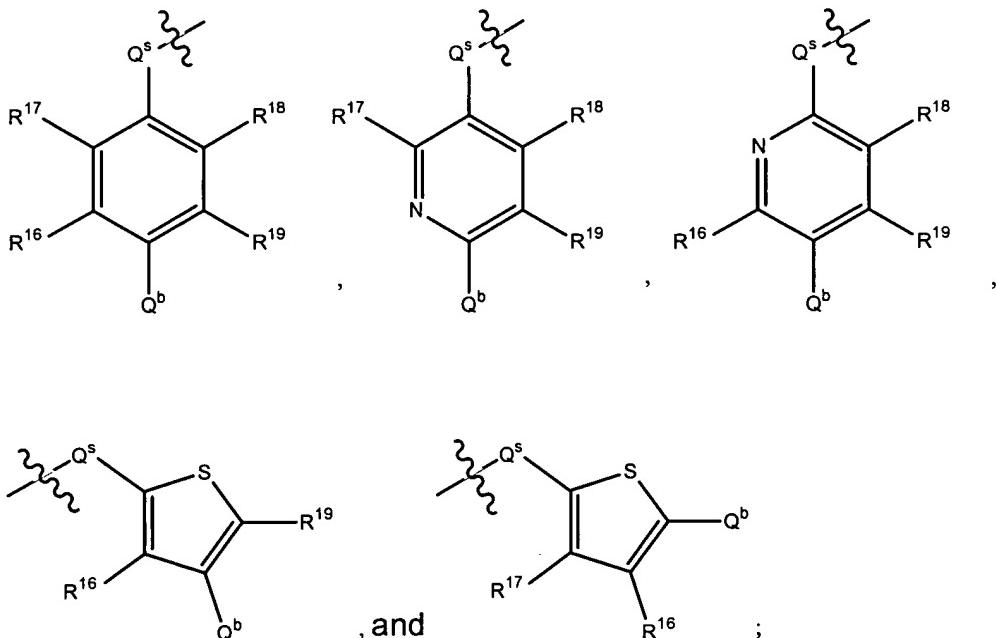
Q is selected from the group consisting of

3-amidocarbonyl-5-aminophenyl, 3-amino-5-(N-benzylamidocarbonyl)phenyl,
3-amino-5-benzylphenyl, 3-amino-5-(2-phenylethyl)phenyl,
3-amino-5-benzylaminophenyl, 3-amino-5-(2-phenylethylamino)phenyl,
3-amino-5-benzyloxyphenyl, 3-amino-5-(2-phenylethoxy)phenyl,
3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl,
3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl,
3-amino-5-(N-benzylamidosulfonyl)phenyl,
3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl,
3-amino-5-(N-ethylamidocarbonyl)phenyl,
3-amino-5-(N-isopropylamidocarbonyl)phenyl,
3-amino-5-(N-propylamidocarbonyl)phenyl,
3-amino-5-(N-isobutylamidocarbonyl)phenyl,
3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl,
3-amino-5-(N-cyclobutylamidocarbonyl)phenyl,
3-amino-5-(N-cyclopentylamidocarbonyl)phenyl,
3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 5-amino-2-fluorophenyl,
3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl,
3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl,
-aminophenyl, 3-amino-5-(4-trifluoromethylbenzylamino)phenyl,
3-amino-5-(4-trifluoromethylbenzyloxy)phenyl, 3-carboxyphenyl,
3-carboxy-5-hydroxyphenyl, 3-amino-5-carboxyphenyl, 3-chlorophenyl,
2-chlorophenyl, 3-cyanophenyl, 3,5-diaminophenyl, 3-dimethylaminophenyl,
2-fluorophenyl, 3-fluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl,
3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl,
3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl,

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3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl, 3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl, with the proviso that Q is other than a phenyl or a substituted phenyl when Z^0 is a bond;

Y^0 is selected from the group consisting of:



R¹⁶ and R¹⁹ are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

R¹⁷ and R¹⁸ are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

Q^b is C(NR²⁵)NR²³R²⁴;

R²³, R²⁴, and R²⁵ are independently hydrido or methyl; and

Q^s is CH₂.

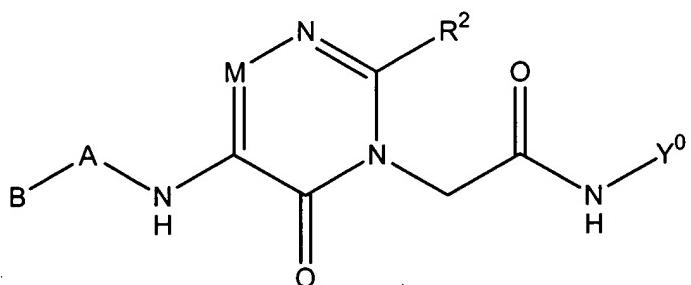
8. (currently amended): A compound as recited in claim 7 or a pharmaceutically acceptable salt thereof where said compound is selected from the group consisting of:

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2-[3-[2-[3-aminophenoxy]-6-chloro-N-[[4-aminoiminomethylphenyl]methyl]-5-[N,N-dimethylhydrazino]-4-oxo-1(4H)-pyrimidinyl]]acetamide;
2-[3-[2-[3-aminophenoxy]-6-chloro-5-[N-ethyl-N-methylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-4-oxo-1(4H)-pyrimidinyl]]acetamide;
2-[3-[2-[3-aminophenoxy]-6-chloro-5-[N,N-diethylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-4-oxo-1(4H)-pyrimidinyl]]acetamide;
[2-[4-[3-[3-aminophenoxy]-N-[[4-aminoiminomethylphenyl]methyl]-6-[N,N-dimethylhydrazino]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide;
2-[4-[3-[3-aminophenoxy]-6-[N-ethyl-N-methylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide;
2-[4-[3-[3-aminophenoxy]-6-[N,N-diethylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide;]
2-[3-[2-[3-amino-5-carboxyphenoxy]-6-chloro-N-[[4-aminoiminomethylphenyl]methyl]-5-[N,N-dimethylhydrazino]-4-oxo-1(4H)-pyrimidinyl]]acetamide;
2-[3-[2-[3-amino-5-carboxyphenoxy]-6-chloro-5-[N-ethyl-N-methylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-4-oxo-1(4H)-pyrimidinyl]]acetamide;
2-[3-[2-[3-amino-5-carboxyphenoxy]-6-chloro-5-[N,N-diethylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-4-oxo-1(4H)-pyrimidinyl]]acetamide;
[2-[4-[3-[3-amino-5-carboxyphenoxy]-N-[[4-aminoiminomethylphenyl]methyl]-6-[N,N-dimethylhydrazino]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide;
2-[4-[3-[3-amino-5-carboxyphenoxy]-6-[N-ethyl-N-methylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide; and
2-[4-[3-[3-amino-5-carboxyphenoxy]-6-[N,N-diethylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide.]

9. (currently amended): The compound as recited in claim 2 having the Formula:

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or a pharmaceutically acceptable salt thereof, wherein;

B is phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R³², (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R³⁶, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R³², is optionally substituted by R³³, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R³⁶, is optionally substituted by R³⁵, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R³³ and R³⁵, respectively, is optionally substituted by R³⁴;

R³², R³³, R³⁴, R³⁵, and R³⁶ are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

A is a bond or (CH(R¹⁵))_{pa}-(W⁷)_{rr} wherein rr is 0 or 1, pa is an integer selected from 0 through 3, and W⁷ is (R⁷)NC(O) or N(R⁷);

R⁷ is selected from the group consisting of hydrido, hydroxy and alkyl;

R¹⁵ is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

M is N or R⁺-G;

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R¹ is selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

R² is Z⁰-Q;

Z⁰ is a bond or W⁰-(CH(R⁴²))_p, wherein p is 0 or 1 and W⁰ is selected from the group consisting of O, S, and N(R⁴¹);

R⁴¹ and R⁴² are independently hydrido or alkyl;

Q is phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R⁹, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R¹³, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R⁹, is optionally substituted by R¹⁰, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹³, is optionally substituted by R¹², and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R¹⁰ and R¹², respectively, is optionally substituted by R¹¹, with the proviso that Q is other than a phenyl when Z⁰ is a bond;

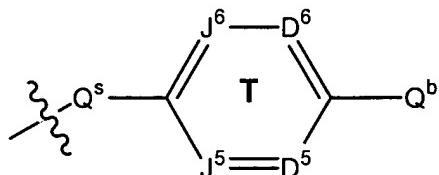
R⁹, R¹¹, and R¹³ are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboxy, carboxamido, and cyano;

R¹⁰ and R¹² are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclxyloxy, heterocyclylalkoxy, hydroxy, amino, alkoxyamino, alkylamino, arylamino, aralkylamino, heteroarylarnino, heteroaralkylamino, heterocyclylamino, heterocyclylalkylamino, alkylsulfonamido, amidosulfonyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl,

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arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, halo, haloalkyl, and cyano;

Y^0 is the formula



wherein J^5 , J^6 , D^5 , D^6 and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of J^5 and J^6 is absent when T is a 5-membered heteroaryl ring, J^5 is optionally substituted by R^{17} when J^5 is a carbon atom, J^6 is optionally substituted by R^{18} when J^6 is a carbon atom, D^5 is optionally substituted by R^{16} when D^5 is a carbon atom and D^6 is optionally substituted by R^{19} when D^6 is a carbon atom;

R^{16} , R^{17} , R^{18} , and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that no more than one of R^{20} and R^{21} is hydroxy and with the further proviso that no more than one of R^{23} and R^{24} is hydroxy;

R^{20} , R^{21} , R^{23} , R^{24} , and R^{25} are independently selected from the group consisting of hydrido, alkyl, and hydroxy; and

Q^s is selected from the group consisting of a bond, CH_2 , and CH_2CH_2 .

10. (currently amended): The compound as recited in claim 9 or a pharmaceutically acceptable salt thereof, wherein:

B is selected from the group consisting of phenyl and 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl,

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2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl heteroaryl rings, and 1,3,5-triazin-2-yl, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R³², (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R³⁶, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R³², is optionally substituted by R³³, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R³⁶, is optionally substituted by R³⁵, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R³³ and R³⁵, respectively, is optionally substituted by R³⁴;

R³², R³³, R³⁴, R³⁵, and R³⁶ are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and Q^b:

A is selected from the group consisting of a bond, NH, N(CH₃), N(OH), CH₂, CH₃CH, CF₃CH, NHC(O), N(CH₃)C(O), C(O)NH, C(O)N(CH₃), CH₂CH₂, CH₂CH₂CH₂, CH₃CHCH₂, and CF₃CHCH₂;

M is N or R¹-C;

R¹ is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano,

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methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

R^2 is Z^0 -Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, N(CH₃), OCH₂, SCH₂, N(H)CH₂, and N(CH₃)CH₂;

Q is selected from the group consisting of phenyl and 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl heteroaryl rings, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R⁹, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R¹³, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R⁹, is optionally substituted by R¹⁰, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹³, is optionally substituted by R¹², and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R¹⁰ and R¹², respectively, is optionally substituted by R¹¹, with the proviso that Q is other than a phenyl when Z⁰ is a bond;

R⁹, R¹¹, and R¹³ are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-

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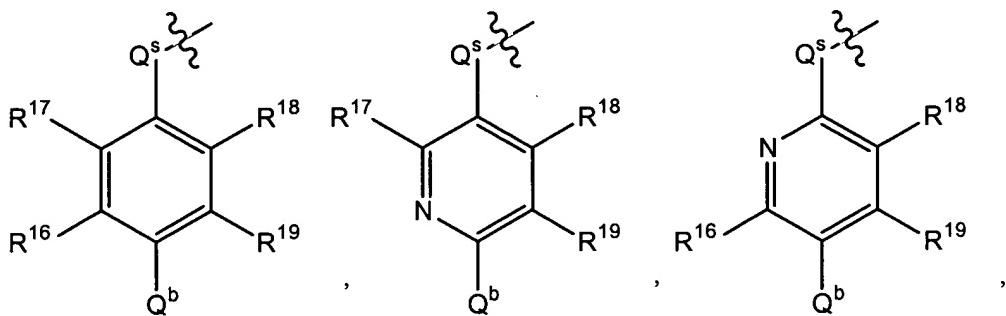
dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

R¹⁰ and R¹² are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl, N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamidosulfonyl, N-(2-chlorobenzyl)amidosulfonyl, N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl, N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl, N-cyclohexylamidocarbonyl, fluoro, chloro, bromo, cyano, cyclobutoxy, cyclohexoxy, cyclohexylmethoxy, 4-trifluoromethycyclohexylmethoxy, cyclopentoxy, benzyl, benzyloxy, 4-bromo-3-fluorophenoxy, 3-bromobenzyloxy, 4-bromobenzyloxy, 4-bromobenzylamino, 5-bromopyrid-2-ylmethylamino, 4-butoxyphenamino, 3-chlorobenzyl, 4-chlorophenoxy, 4-chloro-3-ethylphenoxy, 4-chloro-3-ethylbenzylamino, 4-chloro-3-ethylphenylamino, 3-chlorobenzyloxy, 4-chlorobenzyloxy, 4-chlorobenzylsulfonyl, 4-chlorophenylamino, 4-chlorophenylsulfonyl, 5-chloropyrid-3-yloxy, 2-cyanopyrid-3-yloxy, 2,3-difluorobenzyloxy, 2,4-difluorobenzyloxy, 3,4-difluorobenzyloxy, 2,5-difluorobenzyloxy, 3,5-difluorophenoxy, 3,5-difluorobenzyloxy, 4-difluoromethoxybenzyloxy, 2,3-difluorophenoxy, 2,4-difluorophenoxy, 2,5-difluorophenoxy,

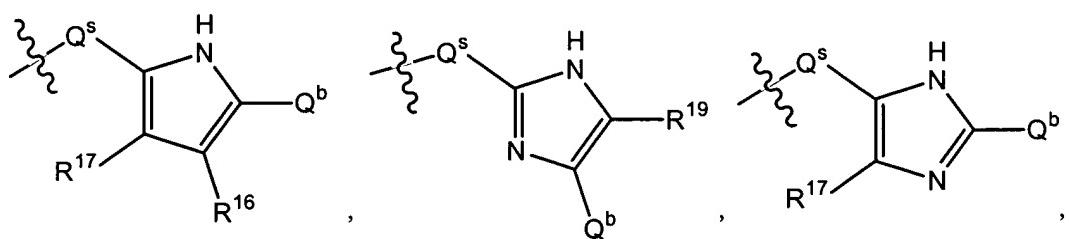
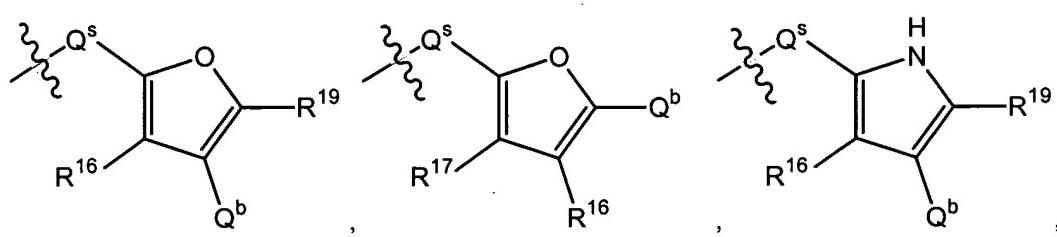
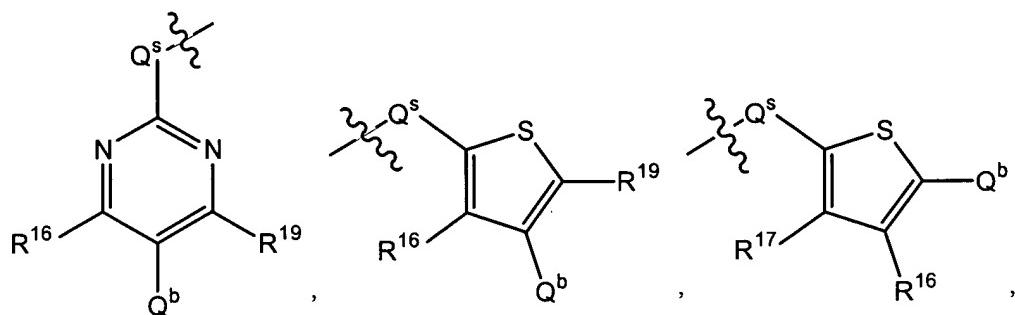
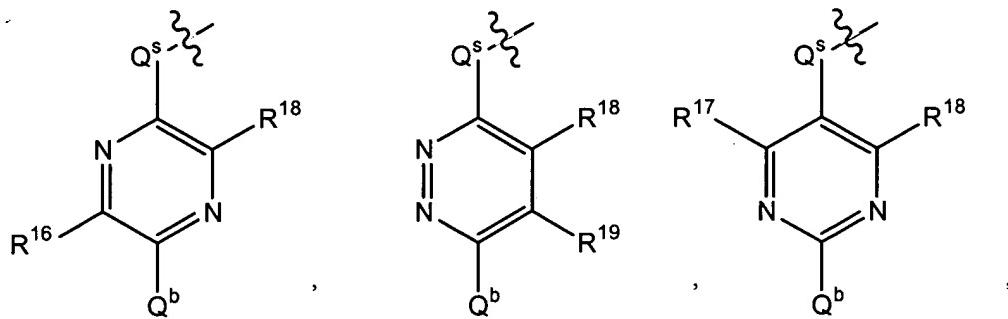
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3,5-dimethylphenoxy, 3,4-dimethylphenoxy, 3,4-dimethylbenzyloxy,
3,5-dimethylbenzyloxy, 4-ethoxyphenoxy, 4-ethylbenzyloxy, 3-ethylphenoxy, 4-
ethylaminophenoxy, 3-ethyl-5-methylphenoxy, 4-fluorobenzyloxy,
2-fluoro-3-trifluoromethylbenzyloxy, 3-fluoro-5-trifluoromethylbenzyloxy,
4-fluoro-2-trifluoromethylbenzyloxy, 4-fluoro-3-trifluoromethylbenzyloxy,
2-fluorophenoxy, 4-fluorophenoxy, 2-fluoro-3-trifluoromethylphenoxy,
2-fluorobenzyloxy, 4-fluorophenylamino, 2-fluoro-4-trifluoromethylphenoxy, 4-
isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy,
4-isopropyl-3-methylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy,
4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, phenylamino,
1-phenylethoxy, 2-phenylethoxy, 2-phenylethyl, 2-phenylethylamino, phenylsulfonyl,
3-trifluoromethoxybenzyloxy, 4-trifluoromethoxybenzyloxy,
3-trifluoromethoxyphenoxy, 4-trifluoromethoxyphenoxy,
3-trifluoromethylbenzyloxy, 4-trifluoromethylbenzyloxy,
2,4-bis-trifluoromethylbenzyloxy, 3-trifluoromethylbenzyl,
3,5-bis-trifluoromethylbenzyloxy, 4-trifluoromethylphenoxy,
3-trifluoromethylphenoxy, 3-trifluoromethylthiobenzyloxy,
4-trifluoromethylthiobenzyloxy, 2,3,4-trifluorophenoxy, 2,3,5-trifluorophenoxy, 3-
pentafluoroethylphenoxy, 3-(1,1,2,2-tetrafluoroethoxy)phenoxy, and
3-trifluoromethylthiophenoxy;

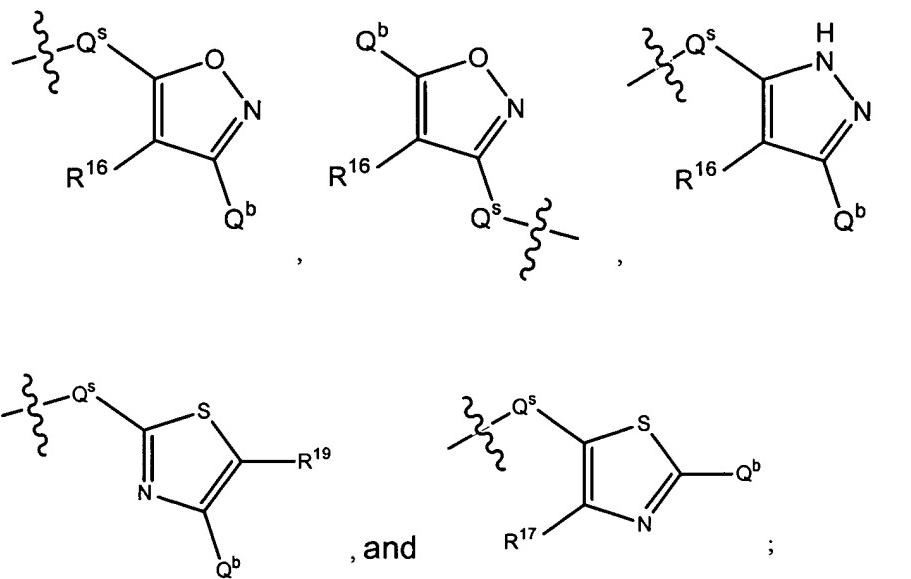
Y^0 is selected from the group consisting of:



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R^{16} , R^{17} , R^{18} , and R^{19} are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, and cyano;

Q^b is $C(NR^{25})NR^{23}R^{24}$ or hydrido, with the proviso that no more than one of R^{23} and R^{24} is hydroxy;

R^{23} , R^{24} , and R^{25} are independently selected from the group consisting of hydrido, methyl, ethyl, and hydroxy; and

Q^s is selected from the group consisting of a bond, CH_2 and CH_2CH_2 .

11. (currently amended): The compound as recited in claim 10 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of 2-aminophenyl, 3-aminophenyl, 3-amidinophenyl, 4-amidinophenyl, 3-carboxyphenyl, 3-carboxy-5-hydroxyphenyl, 3-chlorophenyl, 4-chlorophenyl,

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3,4-dichlorophenyl, 2-fluorophenyl, 3-fluorophenyl, 3,4-difluorophenyl,
3-hydroxyphenyl, 4-hydroxyphenyl, 3-methoxyaminophenyl,
3-methoxyphenyl, 4-methoxyphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-
trifluoromethylphenyl, 2-imidazoyl, 2-pyridyl, 3-pyridyl,
5-chloro-3-trifluoromethyl-2-pyridyl, 4-pyridyl, 2-thienyl, 3-thienyl, and
3-trifluoromethyl-2-pyridyl;

A is selected from the group consisting of CH₂, CH₃CH, CF₃CH, NHC(O),
CH₂CH₂, and CH₂CH₂CH₂;

M is N or R¹-C;

R¹ is selected from the group consisting of hydrido, hydroxy, amino, amidino,
hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy,
hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

R² is Z⁰-Q;

Z⁰ is selected from the group consisting of a bond, O, S, NH, N(CH₃), OCH₂,
and SCH₂;

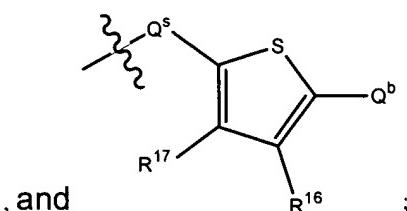
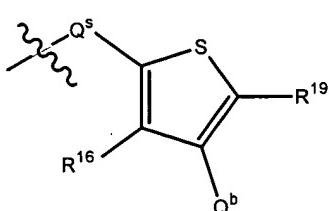
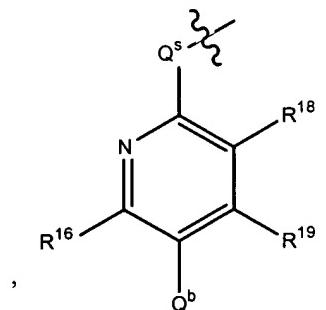
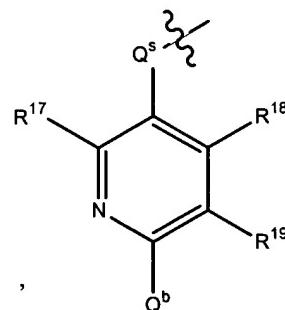
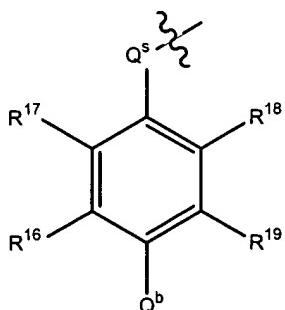
Q is selected from the group consisting of

3-amidocarbonyl-5-aminophenyl, 3-amino-5-(N-benzylamidocarbonyl)phenyl, 3-
amino-5-benzylphenyl, 3-amino-5-(2-phenylethyl)phenyl,
3-amino-5-benzylaminophenyl, 3-amino-5-(2-phenylethylamino)phenyl,
3-amino-5-benzyloxyphenyl, 3-amino-5-(2-phenylethoxy)phenyl,
3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl,
3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl,
3-amino-5-(N-benzylamidosulfonyl)phenyl,
3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl,
3-amino-5-(N-ethylamidocarbonyl)phenyl,
3-amino-5-(N-isopropylamidocarbonyl)phenyl,
3-amino-5-(N-propylamidocarbonyl)phenyl,
3-amino-5-(N-isobutylamidocarbonyl)phenyl,

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3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl,
 3-amino-5-(N-cyclobutylamidocarbonyl)phenyl,
 3-amino-5-(N-cyclopentylamidocarbonyl)phenyl,
 3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 5-amino-2-fluorophenyl,
 3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl,
 3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl,
 3-aminophenyl, 3-amino-5-(4-trifluoromethylbenzylamino)phenyl,
 3-amino-5-(4-trifluoromethylbenzyloxy)phenyl, 3-carboxyphenyl,
 3-carboxy-5-hydroxyphenyl, 3-amino-5-carboxyphenyl, 3-chlorophenyl,
 2-chlorophenyl, 3-cyanophenyl, 3,5-diaminophenyl, 3-dimethylaminophenyl,
 2-fluorophenyl, 3-fluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl,
 3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl,
 3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl,
 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl,
 2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl,
 3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl, with the proviso that
 Q is other than a phenyl or substituted phenyl when Z^0 is a bond;

Z^0 is selected from the group consisting of:



, and

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R¹⁶ and R¹⁹ are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

R¹⁷ and R¹⁸ are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

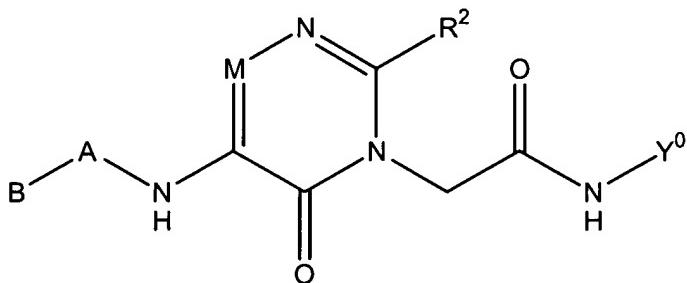
Q^b is C(NR²⁵)NR²³R²⁴ or hydrido;

R²³, R²⁴, and R²⁵ are independently hydrido or methyl; and

Q^s is CH₂.

Claims 12-16 (canceled).

17. (currently amended): The compound as recited in claim 2 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of R³², R³³, R³⁴, R³⁵, and R³⁶;

R³², R³³, R³⁴, R³⁵, and R³⁶ are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

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A is a bond or $(CH(R^{15}))_{pa}-(W^7)_{rr}$ wherein rr is 0 or 1, pa is an integer selected from 0 through 3, and W⁷ is (R⁷)NC(O) or N(R⁷);

R⁷ is selected from the group consisting of hydrido, hydroxy and alkyl;

R¹⁵ is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

M is N or R¹-C;

R¹ is selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

R² is Z⁰-Q;

Z⁰ is a bond or W⁰-(CH(R⁴²))_p, wherein p is 0 or 1 and W⁰ is selected from the group consisting of O, S, and N(R⁴¹);

R⁴¹ and R⁴² are independently hydrido or alkyl;

Q is phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R⁹, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R¹³, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R⁹, is optionally substituted by R¹⁰, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹³, is optionally substituted by R¹², and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R¹⁰ and R¹², respectively, is optionally substituted by R¹¹, with the proviso that Q is other than a phenyl when Z⁰ is a bond;

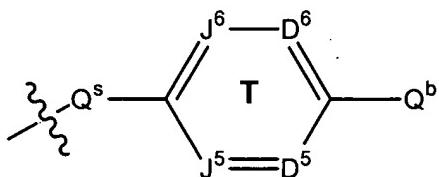
R⁹, R¹¹, and R¹³ are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboxy, carboxamido, and cyano;

R¹⁰ and R¹² are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, aryl, aralkyl, cycloalkyl,

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cycloalkylalkyl, heteroaryl, heterocyclyl, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclxyloxy, heterocyclylalkoxy, hydroxy, amino, alkoxyamino, alkylamino, arylamino, aralkylamino, heteroarylarnino, heteroaralkylamino, heterocyclamino, heterocyclylalkylamino, alkylsulfonamido, amidosulfonyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, halo, haloalkyl, and cyano;

Y^0 is the formula



wherein J^5 , J^6 , D^5 , D^6 and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of J^5 and J^6 is absent when T is a 5-membered heteroaryl ring, J^5 is optionally substituted by R^{17} when J^5 is a carbon atom, J^6 is optionally substituted by R^{18} when J^6 is a carbon atom, D^5 is optionally substituted by R^{16} when D^5 is a carbon atom and D^6 is optionally substituted by R^{19} when D^6 is a carbon atom;

R^{16} , R^{17} , R^{18} , and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, with the proviso that no more than one of R^{20} and R^{21} is hydroxy and with the further proviso that no more than one of R^{23} and R^{24} is hydroxy;

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R^{20} , R^{21} , R^{23} , R^{24} , R^{25} , and R^{26} are independently selected from the group consisting of hydrido, alkyl, and hydroxy; and

Q^s is selected from the group consisting of a bond, CH_2 , and CH_2CH_2 .

18. (currently amended): The compound as recited in claim 17 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propynyl, 2-propenyl, propyl, isopropyl, butyl, 2-butenyl, 3-butenyl, 2-butynyl, sec-butyl, tert-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 4-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 1-methyl-2-butenyl, 1-methyl-3-butenyl, 1-methyl-2-butynyl, 3-pentyl, 1-ethyl-2-propenyl, 2-methylbutyl, 2-methyl-2-butenyl, 2-methyl-3-butenyl, 2-methyl-3-butynyl, 3-methylbutyl, 3-methyl-2-butenyl, 3-methyl-3-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 5-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-4-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-ethyl-3-butenyl, 1-propyl-2-propenyl, 1-ethyl-2-butynyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 6-heptenyl, 2-heptynyl, 3-heptynyl, 4-heptynyl, 5-heptynyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-5-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-4-pentenyl, 1-butyl-2-propenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32} , R^{33} , R^{34} , R^{35} , and R^{36} ;

R^{32} , R^{33} , R^{34} , R^{35} , and R^{36} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido,

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trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and Q^b;

A is selected from the group consisting of a bond, NH, N(CH₃), N(OH), CH₂, CH₃CH, CF₃CH, NHC(O), N(CH₃)C(O), C(O)NH, C(O)N(CH₃), CH₂CH₂, CH₂CH₂CH₂, CH₃CHCH₂, and CF₃CHCH₂;

M is N or R¹-C;

R¹ is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

R² is Z⁰-Q;

Z⁰ is selected from the group consisting of a bond, O, S, NH, N(CH₃), OCH₂, SCH₂, N(H)CH₂, and N(CH₃)CH₂;

Q is selected from the group consisting of phenyl and 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl heteroaryl rings, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R⁹, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R¹³, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R⁹, is optionally substituted by R¹⁰, (d) a ring carbon, in a

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second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹³, is optionally substituted by R¹², and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R¹⁰ and R¹², respectively, is optionally substituted by R¹¹, with the proviso that Q is other than a phenyl when Z⁰ is a bond;

R⁹, R¹¹, and R¹³ are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

R¹⁰ and R¹² are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl, N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamidosulfonyl, N-(2-chlorobenzyl)amidosulfonyl,

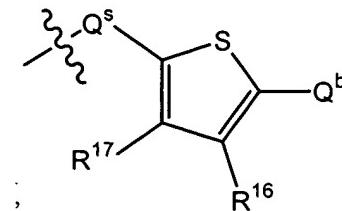
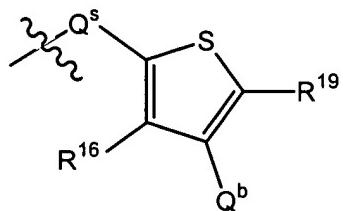
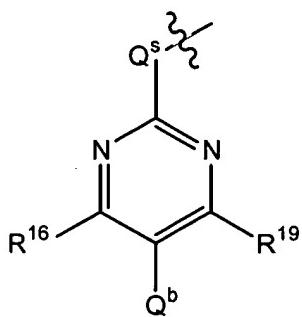
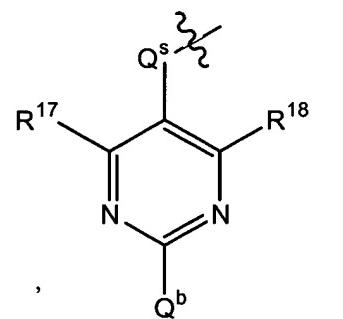
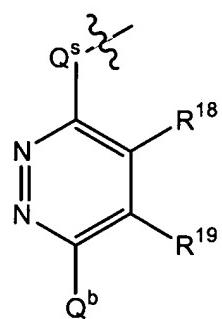
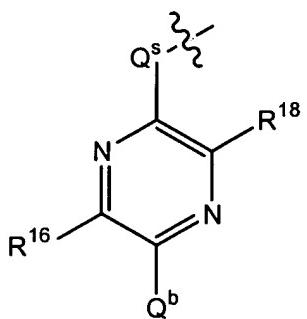
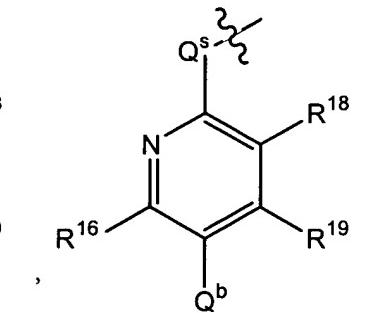
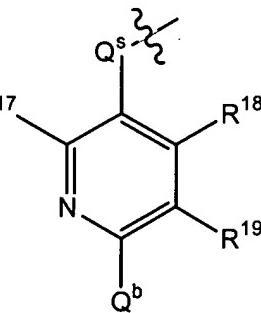
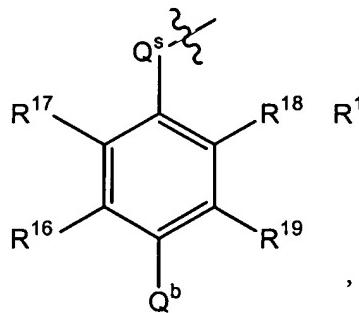
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N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl,
N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl,
N-cyclohexylamidocarbonyl, fluoro, chloro, bromo, cyano, cyclobutoxy, cyclohexoxy, cyclohexylmethoxy, 4-trifluoromethycyclohexylmethoxy, cyclopentoxy, benzyl, benzyloxy, 4-bromo-3-fluorophenoxy,
3-bromobenzyloxy, 4-bromobenzyloxy, 4-bromobenzylamino,
5-bromopyrid-2-ylmethylamino, 4-butoxyphenamino, 3-chlorobenzyl,
4-chlorophenoxy, 4-chloro-3-ethylphenoxy, 4-chloro-3-ethylbenzylamino,
4-chloro-3-ethylphenylamino, 3-chlorobenzyloxy, 4-chlorobenzyloxy,
4-chlorobenzylsulfonyl, 4-chlorophenylamino, 4-chlorophenylsulfonyl,
5-chloropyrid-3-yloxy, 2-cyanopyrid-3-yloxy, 2,3-difluorobenzyloxy,
2,4-difluorobenzyloxy, 3,4-difluorobenzyloxy, 2,5-difluorobenzyloxy,
3,5-difluorophenoxy, 3,5-difluorobenzyloxy, 4-difluoromethoxybenzyloxy,
2,3-difluorophenoxy, 2,4-difluorophenoxy, 2,5-difluorophenoxy,
3,5-dimethylphenoxy, 3,4-dimethylphenoxy, 3,4-dimethylbenzyloxy,
3,5-dimethylbenzyloxy, 4-ethoxyphenoxy, 4-ethylbenzyloxy, 3-ethylphenoxy, 4-ethylaminophenoxy, 3-ethyl-5-methylphenoxy, 4-fluorobenzyloxy,
2-fluoro-3-trifluoromethylbenzyloxy, 3-fluoro-5-trifluoromethylbenzyloxy,
4-fluoro-2-trifluoromethylbenzyloxy, 4-fluoro-3-trifluoromethylbenzyloxy,
2-fluorophenoxy, 4-fluorophenoxy, 2-fluoro-3-trifluoromethylphenoxy,
2-fluorobenzyloxy, 4-fluorophenylamino, 2-fluoro-4-trifluoromethylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy,
4-isopropyl-3-methylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy,
4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, phenylamino,
1-phenylethoxy, 2-phenylethoxy, 2-phenylethyl, 2-phenylethylamino, phenylsulfonyl,
3-trifluoromethoxybenzyloxy, 4-trifluoromethoxybenzyloxy,
3-trifluoromethoxyphenoxy, 4-trifluoromethoxyphenoxy,
3-trifluoromethylbenzyloxy, 4-trifluoromethylbenzyloxy,
2,4-bis-trifluoromethylbenzyloxy, 3-trifluoromethylbenzyl,
3,5-bis-trifluoromethylbenzyloxy, 4-trifluoromethylphenoxy,

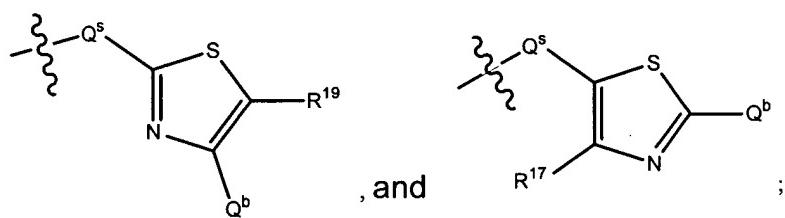
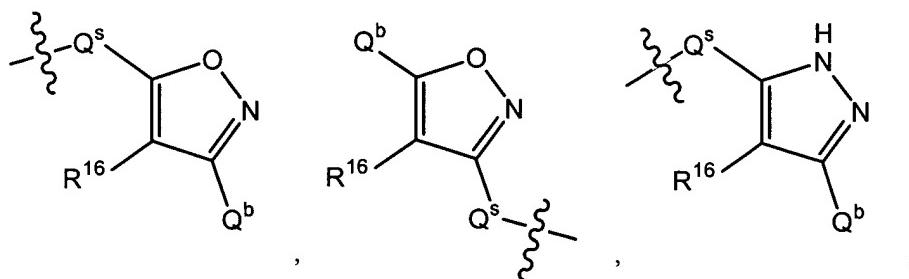
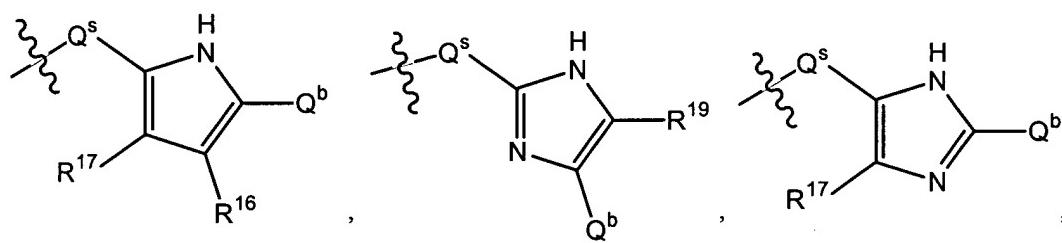
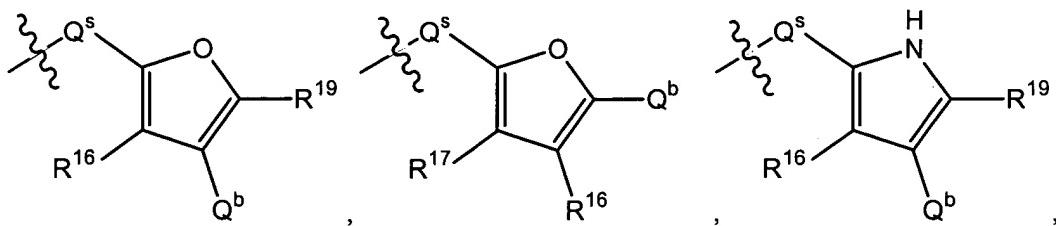
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3-trifluoromethylphenoxy, 3-trifluoromethylthiobenzylxyloxy,
4-trifluoromethylthiobenzylxyloxy, 2,3,4-trifluorophenoxy, 2,3,5-trifluorophenoxy, 3-pentafluoroethylphenoxy, 3-(1,1,2,2-tetrafluoroethoxy)phenoxy, and
3-trifluoromethylthiophenoxy;

Y^0 is selected from the group consisting of:



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R^{16} , R^{17} , R^{18} , and R^{19} are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy,

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ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, and cyano;

Q^b is selected from the group consisting of NR²⁰R²¹, hydrido, C(NR²⁵)NR²³R²⁴, and N(R²⁶)C(NR²⁵)N(R²³)(R²⁴), with the proviso that no more than one of R²⁰ and R²¹ is hydroxy and with the further proviso that no more than one of R²³ and R²⁴ is hydroxy;

R²⁰, R²¹, R²³, R²⁴, R²⁵, and R²⁶ are independently selected from the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy; and

Q^s is selected from the group consisting of a bond, CH₂, and CH₂CH₂.

19. (currently amended): The compound as recited in claim 18 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, tert-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 1-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanoethyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

A is selected from the group consisting of a bond, CH₂, NHC(O), CH₂CH₂, CH₂CH₂CH₂, and CH₃CHCH₂;

M is N or R[†]-C;

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R¹ is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

R² is Z⁰-Q;

Z⁰ is selected from the group consisting of a bond, O, S, NH, N(CH₃), OCH₂, and SCH₂;

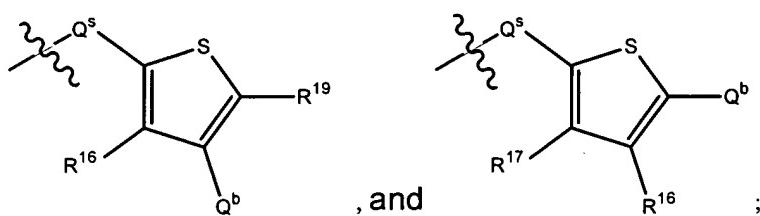
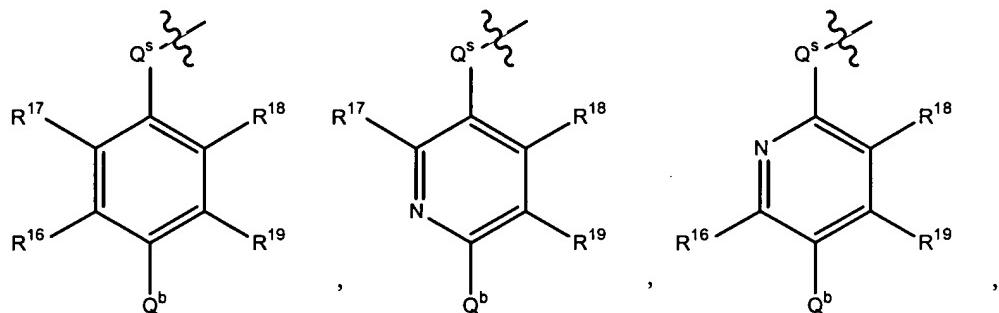
Q is selected from the group consisting of

3-amidocarbonyl-5-aminophenyl, 3-amino-5-(N-benzylamidocarbonyl)phenyl, 3-amino-5-benzylphenyl, 3-amino-5-(2-phenylethyl)phenyl,
3-amino-5-benzylaminophenyl, 3-amino-5-(2-phenylethylamino)phenyl,
3-amino-5-benzyloxyphenyl, 3-amino-5-(2-phenylethoxy)phenyl,
3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl,
3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl,
3-amino-5-(N-benzylamidosulfonyl)phenyl,
3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl,
3-amino-5-(N-ethylamidocarbonyl)phenyl,
3-amino-5-(N-isopropylamidocarbonyl)phenyl,
3-amino-5-(N-propylamidocarbonyl)phenyl,
3-amino-5-(N-isobutylamidocarbonyl)phenyl,
3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl,
3-amino-5-(N-cyclobutylamidocarbonyl)phenyl,
3-amino-5-(N-cyclopentylamidocarbonyl)phenyl,
3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 5-amino-2-fluorophenyl,
3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl,
3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl,
3-aminophenyl, 3-amino-5-(4-trifluoromethylbenzylamino)phenyl,
3-amino-5-(4-trifluoromethylbenzyloxy)phenyl, 3-carboxyphenyl,
3-carboxy-5-hydroxyphenyl, 3-amino-5-carboxyphenyl, 3-chlorophenyl,

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2-chlorophenyl, 3-cyanophenyl, 3,5-diaminophenyl, 3-dimethylaminophenyl,
2-fluorophenyl, 3-fluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl,
3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl,
3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl,
3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl,
2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl,
3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl, with the proviso that
Q is other than a phenyl or substituted phenyl when Z⁰ is a bond;

Y⁰ is selected from the group consisting of:



R¹⁶ and R¹⁹ are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

R¹⁷ and R¹⁸ are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

Q^b is hydrido or C(NR²⁵)NR²³R²⁴;

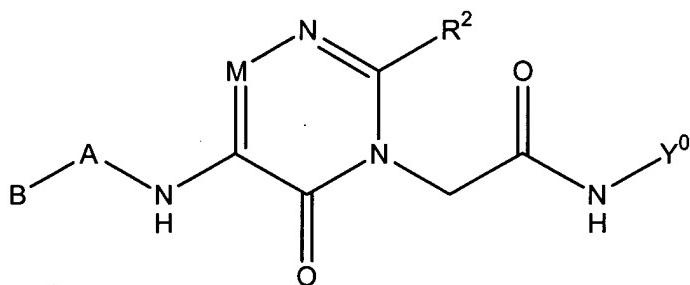
R²³, R²⁴, and R²⁵ are independently hydrido or methyl; and

Q^s is CH₂.

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Claims 20-24 (canceled).

25. (currently amended): The compound as recited in claim 2 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of C3-C7 cycloalkyl and C4 saturated heterocyclyl, wherein (a) each ring carbon is optionally substituted with R³³, (b) a ring carbon, other than the ring carbon at the point of attachment, is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, (c) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R⁹, (d) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R¹³, (e) a ring carbon or nitrogen, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R⁹, is optionally substituted by R¹⁰, (f) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹³, is optionally substituted by R¹², (g) a ring carbon or nitrogen, if present, in a first gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹⁰, is optionally substituted by R¹¹, and (h) a ring carbon or nitrogen, if present, in a second gamma position relative to the

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carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹², is optionally substituted by R³³;

R⁹, R¹¹, and R¹³ are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboxy, carboxamido, and cyano;

R¹⁰ and R¹² are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, heterocyclalkoxy, hydroxy, amino, alkoxyamino, alkylamino, arylamino, aralkylamino, heteroarylarnino, heteroaralkylamino, heterocyclamino, heterocyclalkylamino, alkylsulfonamido, amidosulfonyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, halo, haloalkyl, and cyano;

R³³ and R³⁴ independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, cyano, and Q^b;

A is a bond or (CH(R¹⁵))_{pa}-(W⁷)_{rr} wherein rr is 0 or 1, pa is an integer selected from 0 through 3, and W⁷ is (R⁷)NC(O) or N(R⁷);

R⁷ is selected from the group consisting of hydrido, hydroxy and alkyl;

R¹⁵ is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

M is selected from the group consisting of N and R[†]-C;

R¹ is selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

R² is Z⁰-Q;

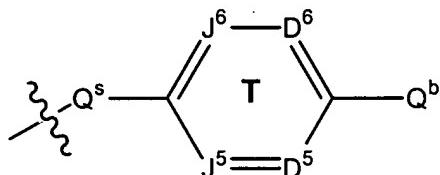
Z⁰ is a bond or W⁰-(CH(R⁴²))_p wherein p is 0 or 1 and W⁰ is selected from the group consisting of O, S, and N(R⁴¹);

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R⁴¹ and R⁴² are independently hydrido or alkyl;

Q is phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R⁹, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R¹³, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R⁹, is optionally substituted by R¹⁰, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹³, is optionally substituted by R¹², and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R¹⁰ and R¹², respectively, is optionally substituted by R¹¹, with the proviso that Q is other than a phenyl when Z⁰ is a bond;

Y⁰ is the formula



wherein J⁵, J⁶, D⁵, D⁶ and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of J⁵ and J⁶ is absent when T is a 5-membered heteroaryl ring, J⁵ is optionally substituted by R¹⁷ when J⁵ is a carbon atom, J⁶ is optionally substituted by R¹⁸ when J⁶ is a carbon atom, D⁵ is optionally substituted by R¹⁶ when D⁵ is a carbon atom and D⁶ is optionally substituted by R¹⁹ when D⁶ is a carbon atom;

R¹⁶, R¹⁷, R¹⁸, and R¹⁹ are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

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Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that no more than one of R^{20} and R^{21} is hydroxy and with the further proviso that no more than one of R^{23} and R^{24} is hydroxy;

R^{20} , R^{21} , R^{23} , R^{24} , and R^{25} are independently selected from the group consisting of hydrido, alkyl, and hydroxy; and

Q^s is selected from the group consisting of a bond, CH_2 , and CH_2CH_2 .

26. (currently amended): The compound as recited in claim 25 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of cyclopropyl, cyclobutyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, thiaetan-3-yl, cyclopentyl, cyclohexyl, norbornyl, 7-oxabicyclo[2.2.1]heptan-2-yl, bicyclo[3.1.0]hexan-6-yl, cycloheptyl, 2-morpholiny, 3-morpholiny, 4-morpholiny, 1-piperaziny, 2-piperaziny, 1-piperidiny, 2-piperidiny, 3-piperidiny, 4-piperidiny, 1-pyrrolidiny, 2-pyrrolidiny, 3-pyrrolidiny, 2-dioxanyl, 4H-2-pyranyl, 4H-3-pyranyl, 4H-4-pyranyl, 4H-pyran-4-one-2-yl, 4H-pyran-4-one-3-yl, 2-tetrahydrofuryl, 3-tetrahydrofuryl, 2-tetrahydropyran, 3-tetrahydropyran, 4-tetrahydropyran, 2-tetrahydrothienyl, and 3-tetrahydrothienyl, wherein (a) each ring carbon is optionally substituted with R^{33} , (b) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9 , (c) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13} , (d) a ring carbon or nitrogen, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9 , is optionally substituted by R^{10} , and (e) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13} , is optionally substituted by R^{12} ;

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R⁹, R¹¹, and R¹³ are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

R¹⁰ and R¹² are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl, N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamidosulfonyl, N-(2-chlorobenzyl)amidosulfonyl, N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl, N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl, N-cyclohexylamidocarbonyl, fluoro, chloro, bromo, cyano, cyclobutoxy, cyclohexoxy, cyclohexylmethoxy, 4-trifluoromethylcyclohexylmethoxy, cyclopentoxy, benzyl, benzyloxy, 4-bromo-3-fluorophenoxy, 3-bromobenzyloxy, 4-bromobenzyloxy, 4-bromobenzylamino, 5-bromopyrid-2-ylmethylamino, 4-butoxyphenamino, 3-chlorobenzyl,

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4-chlorophenoxy, 4-chloro-3-ethylphenoxy, 4-chloro-3-ethylbenzylamino,
4-chloro-3-ethylphenylamino, 3-chlorobenzylloxy, 4-chlorobenzylloxy,
4-chlorobenzylsulfonyl, 4-chlorophenylamino, 4-chlorophenylsulfonyl,
5-chloropyrid-3-yloxy, 2-cyanopyrid-3-yloxy, 2,3-difluorobenzylloxy,
2,4-difluorobenzylloxy, 3,4-difluorobenzylloxy, 2,5-difluorobenzylloxy,
,5-difluorophenoxy, 3,5-difluorobenzylloxy, 4-difluoromethoxybenzylloxy,
2,3-difluorophenoxy, 2,4-difluorophenoxy, 2,5-difluorophenoxy,
3,5-dimethylphenoxy, 3,4-dimethylphenoxy, 3,4-dimethylbenzylloxy,
3,5-dimethylbenzylloxy, 4-ethoxyphenoxy, 4-ethylbenzylloxy, 3-ethylphenoxy, 4-
ethylaminophenoxy, 3-ethyl-5-methylphenoxy, 4-fluorobenzylloxy,
2-fluoro-3-trifluoromethylbenzylloxy, 3-fluoro-5-trifluoromethylbenzylloxy,
4-fluoro-2-trifluoromethylbenzylloxy, 4-fluoro-3-trifluoromethylbenzylloxy,
2-fluorophenoxy, 4-fluorophenoxy, 2-fluoro-3-trifluoromethylphenoxy,
2-fluorobenzylloxy, 4-fluorophenylamino, 2-fluoro-4-trifluoromethylphenoxy, 4-
isopropylbenzylloxy, 3-isopropylphenoxy, 4-isopropylphenoxy,
4-isopropyl-3-methylphenoxy, 4-isopropylbenzylloxy, 3-isopropylphenoxy,
4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, phenylamino,
1-phenylethoxy, 2-phenylethoxy, 2-phenylethyl, 2-phenylethylamino, phenylsulfonyl,
3-trifluoromethoxybenzylloxy, 4-trifluoromethoxybenzylloxy,
3-trifluoromethoxyphenoxy, 4-trifluoromethoxyphenoxy,
3-trifluoromethylbenzylloxy, 4-trifluoromethylbenzylloxy,
2,4-bis-trifluoromethylbenzylloxy, 3-trifluoromethylbenzyl,
3,5-bis-trifluoromethylbenzylloxy, 4-trifluoromethylphenoxy,
3-trifluoromethylphenoxy, 3-trifluoromethylthiobenzylloxy,
4-trifluoromethylthiobenzylloxy, 2,3,4-trifluorophenoxy, 2,3,5-trifluorophenoxy, 3-
pentafluoroethylphenoxy, 3-(1,1,2,2-tetrafluoroethoxy)phenoxy, and
3-trifluoromethylthiophenoxy;

R^{33} and R^{34} are independently selected from the group consisting of hydrido,
amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy,
amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-

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methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and Q^b;

A is selected from the group consisting of a bond, NH, N(CH₃), N(OH), CH₂, CH₃CH, CF₃CH, NHC(O), N(CH₃)C(O), C(O)NH, C(O)N(CH₃), CH₂CH₂, CH₂CH₂CH₂, CH₃CHCH₂, and CF₃CHCH₂;

M is N or R¹-G;

R¹ is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

R² is Z⁰-Q;

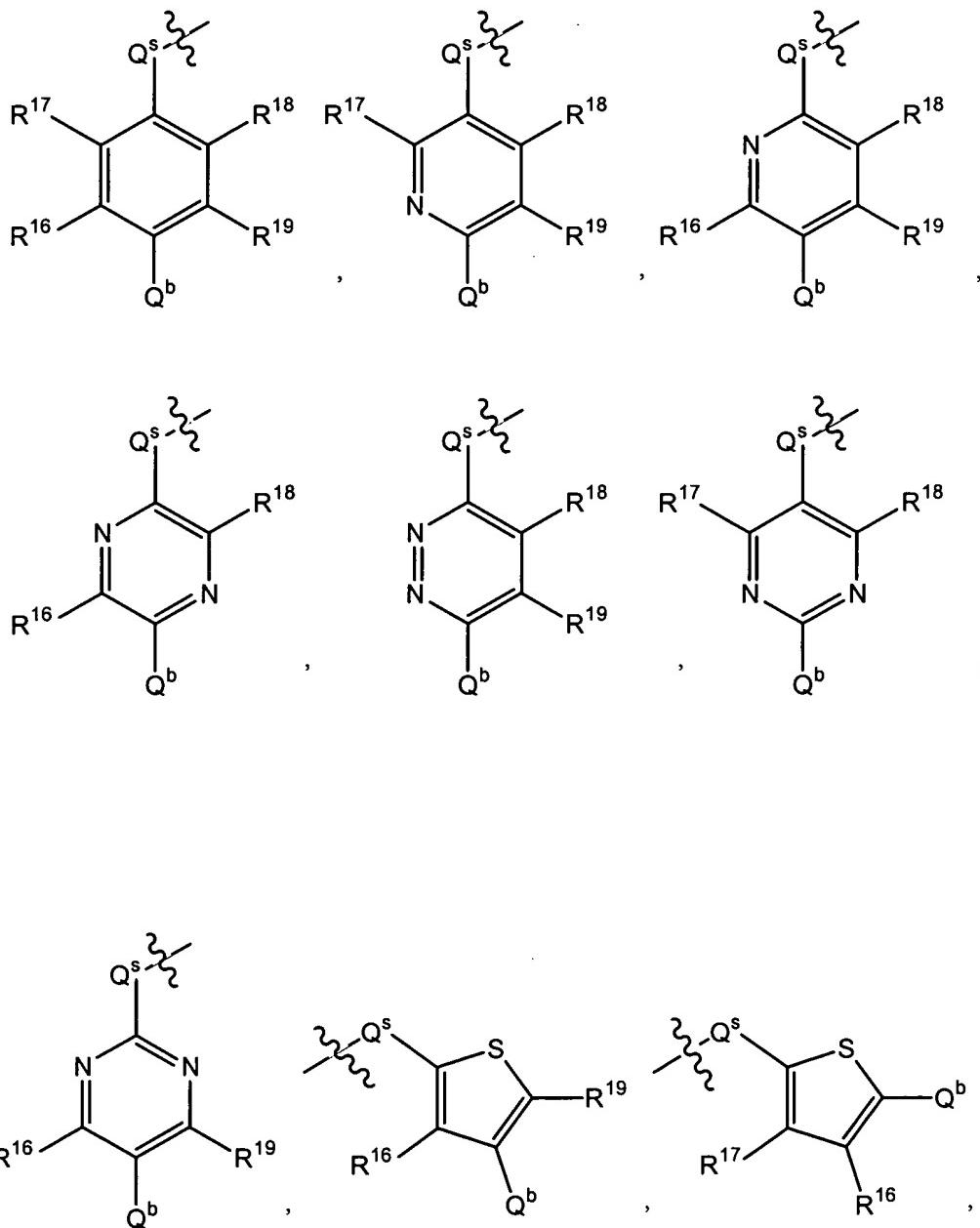
Z⁰ is selected from the group consisting of a bond, O, S, NH, N(CH₃), OCH₂, SCH₂, N(H)CH₂, and N(CH₃)CH₂;

Q is selected from the group consisting of phenyl and 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl heteroaryl rings, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R⁹, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R¹³, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R⁹, is optionally substituted by R¹⁰, (d) a ring carbon, in a

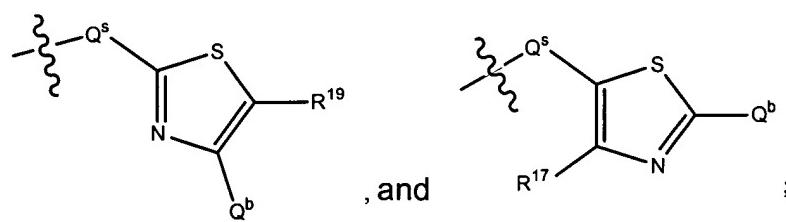
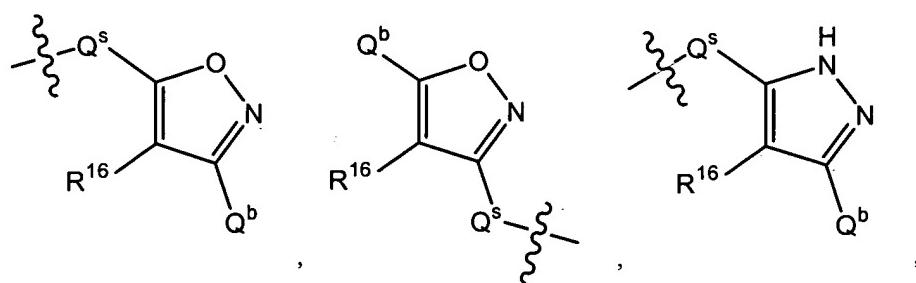
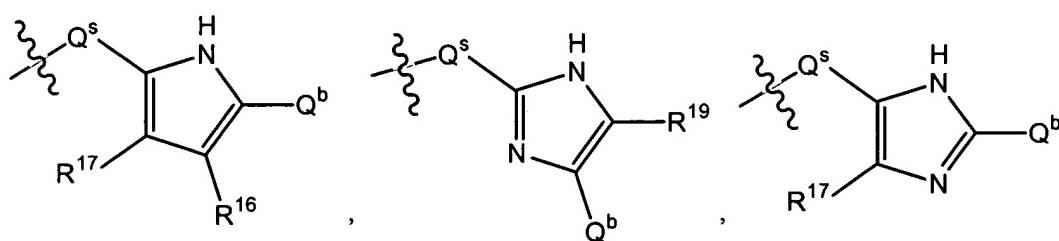
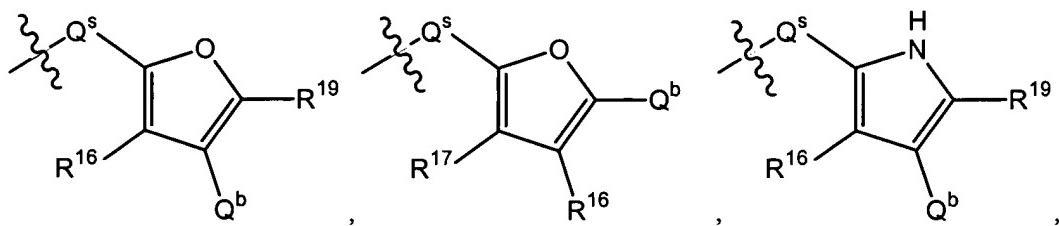
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second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹³, is optionally substituted by R¹², and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R¹⁰ and R¹², respectively, is optionally substituted by R¹¹, with the proviso that Q is other than a phenyl when Z⁰ is a bond;

Y⁰ is selected from the group consisting of:



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R^{16} , R^{17} , R^{18} , and R^{19} are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, and cyano;

Q^b is $C(NR^{25})NR^{23}R^{24}$ or hydrido, with the proviso that no more than one of R^{23} and R^{24} is hydroxy;

R^{23} , R^{24} , and R^{25} are independently selected from the group consisting of hydrido, methyl, ethyl, and hydroxy; and

Q^s is selected from the group consisting of a bond, CH_2 and CH_2CH_2 .

27. (currently amended): The compound as recited in claim 26 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, oxalan-2-yl, 2-(2R)-bicyclo[2.2.1]-heptyl, 1-pyrrolidinyl, 1-piperidinyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, 7-oxabicyclo[2.2.1]heptan-2-yl, bicyclo[3.1.0]hexan-6-yl, 2-morpholinyl, 3-morpholinyl, 4-morpholinyl, 1-piperazinyl, 2-piperazinyl, 1-piperidinyl, 2-piperidinyl, 3-piperidinyl, 4-piperidinyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-dioxanyl, 4H-2-pyranyl, 4H-3-pyranyl, 4H-4-pyranyl, 4H-pyran-4-one-2-yl, 4H-pyran-4-one-3-yl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydropyranyl, 3-tetrahydropyranyl, 4-tetrahydropyranyl, 2-tetrahydrothienyl, and 3-tetrahydrothienyl;

A is selected from the group consisting of a bond, CH_2 , $NHC(O)$, CH_2CH_2 , and $CH_2CH_2CH_2$;

~~M is selected from the group consisting of N and $R^{\dagger}-C$;~~

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R¹ is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

R² is Z⁰-Q;

Z⁰ is selected from the group consisting of a bond, O, S, NH, N(CH₃), OCH₂, and SCH₂;

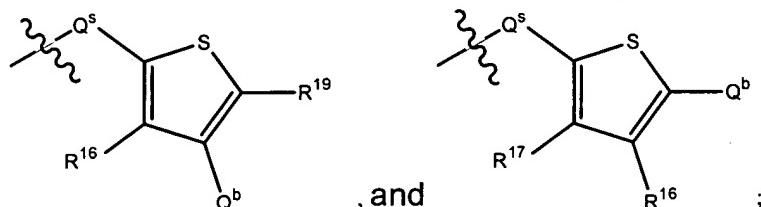
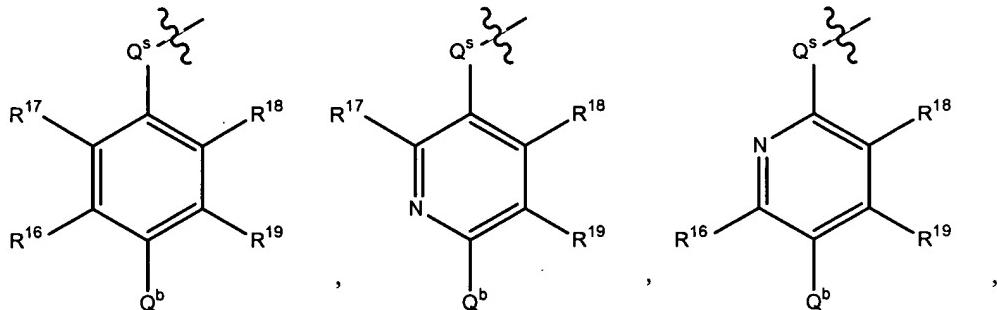
Q is selected from the group consisting of

3-amidocarbonyl-5-aminophenyl, 3-amino-5-(N-benzylamidocarbonyl)phenyl, 3-amino-5-benzylphenyl, 3-amino-5-(2-phenylethyl)phenyl,
3-amino-5-benzylaminophenyl, 3-amino-5-(2-phenylethylamino)phenyl,
3-amino-5-benzyloxyphenyl, 3-amino-5-(2-phenylethoxy)phenyl,
3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl,
3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl,
3-amino-5-(N-benzylamidosulfonyl)phenyl,
3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl,
3-amino-5-(N-ethylamidocarbonyl)phenyl,
3-amino-5-(N-isopropylamidocarbonyl)phenyl,
3-amino-5-(N-propylamidocarbonyl)phenyl,
3-amino-5-(N-isobutylamidocarbonyl)phenyl,
3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl,
3-amino-5-(N-cyclobutylamidocarbonyl)phenyl,
3-amino-5-(N-cyclopentylamidocarbonyl)phenyl,
3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 5-amino-2-fluorophenyl,
3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl,
3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl,
3-aminophenyl, 3-amino-5-(4-trifluoromethylbenzylamino)phenyl,
3-amino-5-(4-trifluoromethylbenzyloxy)phenyl, 3-carboxyphenyl,
3-carboxy-5-hydroxyphenyl, 3-amino-5-carboxyphenyl, 3-chlorophenyl,

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2-chlorophenyl, 3-cyanophenyl, 3,5-diaminophenyl, 3-dimethylaminophenyl,
2-fluorophenyl, 3-fluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl,
3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl,
3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl,
3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl,
2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl,
3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl, with the proviso that Q is other than a phenyl or substituted phenyl when Z⁰ is a bond;

Y⁰ is selected from the group consisting of:



R¹⁶ and R¹⁹ are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

R¹⁷ and R¹⁸ are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

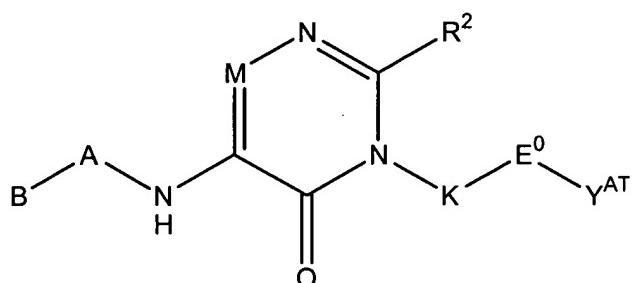
Q^b is C(NR²⁵)NR²³R²⁴ or hydrido;

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R²³, R²⁴, and R²⁵ are independently hydrido or methyl; and
Q^s is CH₂.

Claims 28-32 (canceled).

33. (currently amended): Compound of claim 2 of the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of:

(i) phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R³², (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R³⁶, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R³², is optionally substituted by R³³, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R³⁶, is optionally substituted by R³⁵, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R³³ and R³⁵, respectively, is optionally substituted by R³⁴;

(ii) hydrido, trialkylsilyl, C₂-C₈ alkyl, C₃-C₈ alkylenyl, C₃-C₈ alkenyl, C₃-C₈ alkynyl, and C₂-C₈ haloalkyl, wherein each member of group B is optionally substituted at any carbon up to 6 atoms from the point of attachment of B to A with one or more of the group consisting of R³², R³³, R³⁴, R³⁵, and R³⁶; and

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(iii) a C3-C12 cycloalkyl or a C4-C9 saturated heterocyclyl, wherein
(a) each ring carbon may be optionally substituted with R₃₃, (b) a ring carbon, other than the ring carbon at the point of attachment of B to A, may be optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, (c) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R⁹, (d) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R¹³, (e) a ring carbon or nitrogen atom, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R⁹, is optionally substituted by R¹⁰, (f) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹³, is optionally substituted by R¹², (g) a ring carbon or nitrogen, if present, in a first gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹⁰, is optionally substituted by R¹¹, (h) a ring carbon or nitrogen, if present, in a second gamma position relative to the carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹², is optionally substituted by R³³, and (i) a ring carbon or nitrogen, if present, in a delta position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R¹¹ and R³³, respectively, is optionally substituted by R³⁴;

R³², R³³, R³⁴, R³⁵, and R³⁶ are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkylenedioxy, haloalkylthio, alkanoyloxy, alkoxy, hydroxy, amino, alkoxyamino, haloalkanoyl, nitro, alkylamino, alkylthio, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkylsulfonamido, amidosulfonyl, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyalkyl, alkylamino, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

R⁹, R¹⁰, R¹¹, R¹², and R¹³ are independently selected from the group consisting of hydrido, acetamido, haloacetamido, alkoxyamino, alkanoyl,

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haloalkanoyl, amidino, guanidino, alkylenedioxy, haloalkylthio, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclxy, heterocyclalkoxy, hydroxy, amino, alkylamino, N-alkyl-N-arylarnino, arylarnino, aralkylarnino, heteroarylarnino, heteroaralkylarnino, heterocyclarnino, heterocyclalkylarnino, alkylthio, alkylsulfinyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, alkylsulfamido, alkylsulfonyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, amidosulfonyl, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocycl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, and cyano;

A is a bond or $(CH(R^{15}))_{pa}-(W^7)_{rr}$ wherein rr is 0 or 1, pa is an integer selected from 0 through 3, and W⁷ is selected from the group consisting of O, S, C(O), (R⁷)NC(O), (R⁷)NC(S), and N(R⁷);

R⁷ is selected from the group consisting of hydrido, hydroxy and alkyl;

R¹⁵ is selected from the group consisting of hydrido, hydroxy, halo, alkyl, and haloalkyl;

M is N or R¹-C;

R¹ is selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

R² is Z⁰-Q;

Z⁰ is selected from the group consisting of:

(i) a bond, W⁰-(CH(R⁴²))_p wherein p is an integer selected from 0 through 3 and W⁰ is selected from the group consisting of O, S, and N(R⁴¹), and (CH(R⁴¹))_g-O wherein g is an integer selected from 1 through 3, with the proviso that Z⁰ is directly bonded to the pyrimidinone ring; and

(ii) W²²-(CH(R⁴²))_h wherein h is 0 or 1 and W²² is selected from the group consisting of 1,2-cyclopropyl, 1,2-cyclobutyl, 1,2-cyclohexyl, 1,3-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-morpholinyl, 2,4-morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-piperazinyl, 1,3-piperazinyl, 2,3-piperazinyl,

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2,6-piperazinyl, 1,2-piperidinyl, 1,3-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,6-piperidinyl, 3,4-piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2,3-tetrahydrofuranyl, 2,4-tetrahydrofuran, 2,5-tetrahydrofuran, and 3,4-tetrahydrofuran, wherein Z^0 is directly bonded to the pyrimidinone ring and W^{22} is optionally substituted with one or more substituents selected from the group consisting of R^9 , R^{10} , R^{11} , R^{12} , and R^{13} ;

R^{41} and R^{42} are independently selected from the group consisting of hydrido, hydroxy, and amino;

Q is selected from the group consisting of:

(i) phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9 , (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13} , (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9 , is optionally substituted by R^{10} , (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13} , is optionally substituted by R^{12} , and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12} , respectively, is optionally substituted by R^{11} , with the proviso that Q is other than a phenyl when Z^0 is a bond; and

(ii) hydrido with the proviso that Z^0 is selected from other than a bond;

K is CHR^{4a} wherein R^{4a} is selected from the group consisting of hydrido, hydroxylalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;

E^0 is selected from the group consisting of a bond, $C(O)N(H)$, $(H)NC(O)$, $(R^7)NS(O)_2$, and $S(O)_2N(R^7)$;

Y^{AT} is Q^b-Q^s ;

Q^s is $(CR^{37}R^{38})_b$ wherein b is an integer selected from 1 through 4, R^{37} is selected from the group consisting of hydrido, alkyl, and haloalkyl, and R^{38} is

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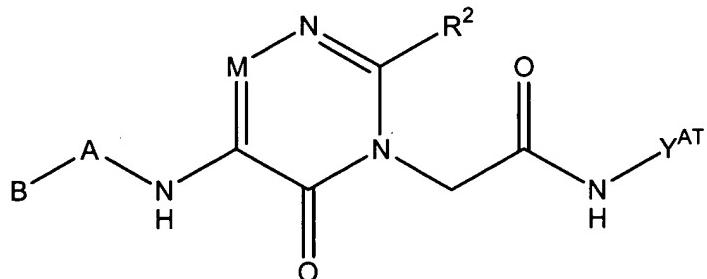
selected from the group consisting of hydrido, alkyl, haloalkyl, aroyl, and heteroaroyl with the proviso that there is at least one aroyl or heteroaroyl substituent, with the further proviso that no more than one aroyl or heteroaroyl is bonded to $(CR^{37}R^{38})_b$ at the same time, with the still further proviso that said aroyl and said heteroaroyl are optionally substituted with one or more substituents selected from the group consisting of R^{16} , R^{17} , R^{18} , and R^{19} , with another further proviso that said aroyl and said heteroaroyl are bonded to the $CR^{37}R^{38}$ that is directly bonded to E^0 , with still another further proviso that no more than one alkyl or one haloalkyl is bonded to a $CR^{37}R^{38}$, and with the additional proviso that said alkyl and haloalkyl are bonded to a carbon other than the one bonding said aroyl or said heteroaroyl;

R^{16} , R^{17} , R^{18} , and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that no more than one of R^{20} and R^{21} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino and with the further proviso that no more than one of R^{23} and R^{24} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino; and

R^{20} , R^{21} , R^{23} , R^{24} , R^{25} , and R^{26} are independently selected from the group consisting of hydrido, alkyl, hydroxy, amino, alkylamino and dialkylamino.

34. (currently amended): The compound as recited in claim 33 having the Formula:



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or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of:

(i) phenyl [[,]] and 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, and 5-isoxazolyl heteroaryl rings, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R³², (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R³⁶, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R³², is optionally substituted by R³³, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R³⁶, is optionally substituted by R³⁵, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R³³ and R³⁵, respectively, is optionally substituted by R³⁴;

(ii) hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butenyl, 2-butynyl, sec-butyl, tert-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 3-pentyl, 2-methylbutyl, 2-methyl-2-butenyl, 3-methylbutyl, 3-methyl-2-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 2-heptynyl, 3-heptynyl, 4-heptynyl, 5-heptynyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to 5 atoms from the point of attachment of B to A with one or more of the group consisting of R³², R³³, R³⁴, R³⁵, and R³⁶; and

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(iii) cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, oxalan-2-yl, 2-(2R)-bicyclo[2.2.1]-heptyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, bicyclo[3.1.0]hexan-6-yl, 2-morpholinyl, 3-morpholinyl, 4-morpholinyl, 1-piperazinyl, 2-piperazinyl, 1-piperidinyl, 2-piperidinyl, 3-piperidinyl, 4-piperidinyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-dioxanyl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydropyranyl, 3-tetrahydropyranyl, 4-tetrahydropyranyl, 2-tetrahydrothienyl, and 3-tetrahydrothienyl, wherein (a) each ring carbon is optionally substituted with R³³, (b) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R⁹, (c) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R¹³, (d) a ring carbon or nitrogen, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R⁹, is optionally substituted by R¹⁰, and (e) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹³, is optionally substituted by R¹²;

R³², R³³, R³⁴, R³⁵, and R³⁶ are independently selected from the group consisting of hydrido, amidino, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, dimethylamino, methoxyamino, methylthio, ethylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, hydroxymethyl, amidocarbonyl, carboxy, cyano, and Q^b;

R⁹, R¹¹, and R¹³ are independently selected from the group consisting of hydrido, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, methylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, carboxy, and cyano;

R¹⁰ and R¹² are independently selected from the group consisting of hydrido, amidino, amidocarbonyl, N-methylamidocarbonyl,

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N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl,
N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamidosulfonyl, N-(2-chlorobenzyl)amidosulfonyl,
N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl,
N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl,
N-cyclohexylamidocarbonyl, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, carboxy, carboxymethyl, amino, acetamido, trifluoromethyl, pentafluoroethyl,
2,2,2-trifluoroethyl, trifluoroacetamido, aminomethyl, N-methylamino, dimethylamino, methoxyamino, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, methanesulfonamido, methoxycarbonyl, fluoro, chloro, bromo, and cyano;

A is selected from the group consisting of a bond, NH, N(CH₃), CH₂, CH₃CH, CH₂CH₂, and CH₂CH₂CH₂;

M is N or R[†]-C;

R¹ is selected from the group consisting of hydrido, hydroxy, hydroxymethyl, amino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, methylthio, trifluoromethoxy, fluoro, and chloro;

R² is Z⁰-Q;

Z⁰ is selected from the group consisting of a bond, O, S, NH, OCH₂, SCH₂, and N(H)CH₂;

Q is selected from the group consisting of phenyl and 2-thienyl, 2-furyl, 2-pyrrolyl, 2-imidazolyl, 2-thiazolyl, 3-isoxazolyl, 2-pyridyl, and 3-pyridyl heteroaryl rings, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R⁹, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R¹³, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R⁹, is optionally substituted by R¹⁰, (d) a ring carbon, in a

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second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹³, is optionally substituted by R¹², and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R¹⁰ and R¹², respectively, is optionally substituted by R¹¹, with the proviso that Q is other than a phenyl when Z⁰ is a bond;

Y^{AT} is Q^b-Q^s;

Q^s is selected from the group consisting of: C[R³⁷(benzoyl)(CR³⁷R³⁸)_b], C[R³⁷(2-pyridylcarbonyl)(CR³⁷R³⁸)_b], C[R³⁷(3-pyridylcarbonyl)(CR³⁷R³⁸)_b], C[R³⁷(4-pyridylcarbonyl)(CR³⁷R³⁸)_b], C[R³⁷(2-thienylcarbonyl)(CR³⁷R³⁸)_b], C[R³⁷(3-thienylcarbonyl)(CR³⁷R³⁸)_b], C[R³⁷(2-thiazolylcarbonyl)(CR³⁷R³⁸)_b], C[R³⁷(4-thiazolylcarbonyl)(CR³⁷R³⁸)_b], and C[R³⁷(5-thiazolylcarbonyl)(CR³⁷R³⁸)_b], wherein b is an integer selected from 1 through 3, R³⁷ and R³⁸ are independently selected from the group consisting of hydrido, alkyl, and haloalkyl, with the proviso that said benzoyl and the heteroaroyls are optionally substituted with one or more substituents selected from the group consisting of R¹⁶, R¹⁷, R¹⁸, and R¹⁹ with the proviso that R¹⁷ and R¹⁸ are optionally substituted at a carbon selected from other than the meta and para carbons relative to the carbonyl of the benzoyl or heteroaroyl, with the further proviso that said benzoyl or said heteroaroyl are bonded to the carbon directly bonded to amide nitrogen of the 1-(amidocarbonylmethylene) group, and with the still further proviso that is no more than one alkyl or one haloalkyl is bonded to a CR³⁷R³⁸;

R¹⁶, R¹⁷, R¹⁸, and R¹⁹ are independently selected from the group consisting of hydrido, methyl, ethyl, amidino, guanidino, methoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethylthio, methylsulfinyl, methylsulfonyl, trifluoromethyl, pentafluoroethyl,

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2,2,2-trifluoroethyl, trifluoromethoxy, fluoro, chloro, hydroxymethyl, carboxy, and cyano;

Q^b is $C(NR^{25})NR^{23}R^{24}$ or $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$; and

R^{23} , R^{24} , R^{25} , and R^{26} are independently selected from the group consisting of hydrido, methyl, and ethyl.

35. (currently amended): The compound as recited in claim 34 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of:

(i) 2-aminophenyl, 3-aminophenyl, 3-amidinophenyl, 4-amidinophenyl, 3-carboxyphenyl, 3-carboxy-5-hydroxyphenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 2-fluorophenyl, 3-fluorophenyl, 3,4-difluorophenyl, 3-hydroxyphenyl, 4-hydroxyphenyl, 3-methoxyaminophenyl, 3-methoxyphenyl, 4-methoxyphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoromethylphenyl, 2-imidazoyl, 2-pyridyl, 3-pyridyl, 5-chloro-3-trifluoromethyl-2-pyridyl, 4-pyridyl, 2-thienyl, 3-thienyl, and 3-trifluoromethyl-2-pyridyl;

(ii) hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, tert-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 1-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanoethyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl; and

(iii) cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, oxalan-2-yl, 2-(2R)-bicyclo[2.2.1]-heptyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, 1-pyrrolidinyl and 1-piperidinyl;

A is selected from the group consisting of a bond, CH_2 , CH_3CH , CH_2CH_2 , and $CH_2CH_2CH_2$;

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~~M is N or R¹-C;~~

R¹ is selected from the group consisting of hydrido, hydroxy, hydroxymethyl, amino, aminomethyl, cyano, methyl, trifluoromethyl, fluoro, and chloro;

R² is Z⁰-Q;

Z⁰ is selected from the group consisting of a bond, O, S, NH, and OCH₂;

Q is selected from the group consisting of

3-amidocarbonyl-5-aminophenyl, 3-amidocarbonyl-5-aminophenyl,
3-amino-5-(N-benzylamidocarbonyl)phenyl,
3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl,
3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl,
3-amino-5-(N-benzylamidosulfonyl)phenyl,
3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl,
3-amino-5-(N-ethylamidocarbonyl)phenyl,
3-amino-5-(N-isopropylamidocarbonyl)phenyl,
3-amino-5-(N-propylamidocarbonyl)phenyl,
3-amino-5-(N-isobutylamidocarbonyl)phenyl,
3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl,
3-amino-5-(N-cyclobutylamidocarbonyl)phenyl,
3-amino-5-(N-cyclopentylamidocarbonyl)phenyl,
3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 5-amino-2-fluorophenyl,
3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl,
3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl,
3-aminophenyl, 3-carboxyphenyl, 3-carboxy-5-aminophenyl,
3-carboxy-5-hydroxyphenyl, 3-carboxymethyl-5-aminophenyl,
3-carboxymethyl-5-hydroxyphenyl, 3-carboxymethylphenyl, 3-chlorophenyl, 2-chlorophenyl, 3-cyanophenyl, 3,5-diaminophenyl, 3-dimethylaminophenyl,
2-fluorophenyl, 3-fluorophenyl, 2,5-difluorophenyl, 2-hydroxyphenyl,
3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 2-methoxyphenyl,

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3-methoxyphenyl, 3-methoxyaminophenyl, 3-methoxycarbonylphenyl,
2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-
methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2-
trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl,
3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl, with the proviso that
Q is other than a phenyl or a substituted phenyl when Z⁰ is a bond;

Y^{AT} is Q^b-Q^s;

Q^s is selected from the group consisting of:

[CH(benzoyl)](CH₂)_b, [CH(2-pyridylcarbonyl)](CH₂)_b,
[CH(3-pyridylcarbonyl)](CH₂)_b, [CH(4-pyridylcarbonyl)](CH₂)_b,
[CH(2-thienylcarbonyl)](CH₂)_b, [CH(3-thienylcarbonyl)](CH₂)_b,
[CH(2-thiazolylcarbonyl)](CH₂)_b, [CH(4-thiazolylcarbonyl)](CH₂)_b,
and [CH(5-thiazolylcarbonyl)](CH₂)_b, wherein b is an integer selected from 1 through
3, with the proviso that said benzoyl and said heteroaroyls are optionally
substituted with one or more substituents selected from the group consisting of R¹⁶,
R¹⁷, R¹⁸, and R¹⁹ with the proviso that R¹⁷ and R¹⁸ are optionally substituted at a
carbon selected from other than the meta and para carbons relative to the carbonyl
of the benzoyl or the heteroaroyl, and that said benzoyl or said heteroaroyl are
bonded to the carbon directly bonded to amide nitrogen of the 1-
(amidocarbonylmethylene) group;

R¹⁶ and R¹⁹ are independently selected from the group consisting of hydrido,
amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl,
fluoro, chloro, and cyano;

R¹⁷ and R¹⁸ are independently selected from the group consisting of hydrido,
fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano; Q^b is
N(R²⁶)C(NR²⁵)N(R²³)(R²⁴); and

R²³, R²⁴, R²⁵, and R²⁶ are independently hydrido or methyl.

36. (currently amended): The compound as recited in claim 35 or a
pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of:

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(i) 3-aminophenyl, 3-amidinophenyl, 4-amidinophenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 2-fluorophenyl, 4-methylphenyl, phenyl, 2-imidazoyl, 3-pyridyl, 4-pyridyl, and 3-trifluoromethyl-2-pyridyl;

(ii) hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, tert-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 1-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanoethyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl; and

(iii) cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, oxalan-2-yl, 2-(2R)-bicyclo[2.2.1]-heptyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, and 1-piperidinyl;

A is selected from the group consisting of a bond, CH₂, CH₂CH₂ and CH₂CH₂CH₂;

M is N or R[†]-C;

R¹ is selected from the group consisting of hydrido, hydroxy, hydroxymethyl, amino, aminomethyl, cyano, methyl, trifluoromethyl, and fluoro;

R² is Z⁰-Q;

Z⁰ is selected from the group consisting of a bond, O, S, and NH;

Q is selected from the group consisting of

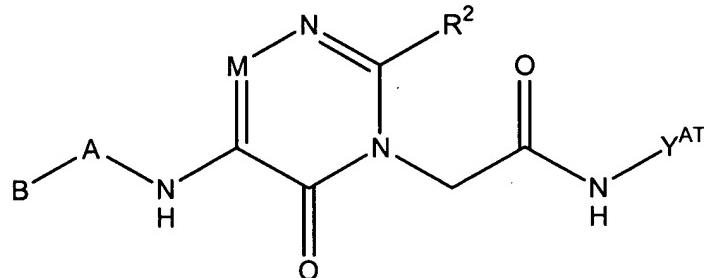
3-amidocarbonyl-5-aminophenyl, 3-amino-5-(N-benzylamidocarbonyl)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl,
3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl,
3-amino-5-(N-benzylamidosulfonyl)phenyl,
3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl,

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3-amino-5-(N-ethylamidocarbonyl)phenyl,
3-amino-5-(N-isopropylamidocarbonyl)phenyl,
3-amino-5-(N-propylamidocarbonyl)phenyl,
3-amino-5-(N-isobutylamidocarbonyl)phenyl,
3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl,
3-amino-5-(N-cyclobutylamidocarbonyl)phenyl,
3-amino-5-(N-cyclopentylamidocarbonyl)phenyl,
3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 3-aminophenyl,
3-carboxy-5-aminophenyl, 3-chlorophenyl, 3,5-diaminophenyl,
3-dimethylaminophenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl,
3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, phenyl,
3-trifluoroacetamidophenyl, 3-bromo-2-thienyl, 2-thienyl, and 3-thienyl, with the
proviso that Q is other than a phenyl or a substituted phenyl when Z^0 is a bond; and

Y^{AT} is selected from the group consisting of 5-guanidino-1-oxo-1-(2-thiazolyl)-
2-pentyl, 5-guanidino-1-oxo-1-(4-thiazolyl)-2-pentyl, 5-guanidino-1-oxo-1-(5-
thiazolyl)-2-pentyl, 5-guanidino-1-oxo-1-(4-amino-2-thiazolyl)-2-pentyl, and 5-
guanidino-1-oxo-1-phenyl-2-pentyl.

37. (currently amended): A compound as recited in claim 33 where said
compound is selected from the group of the Formula:



or a pharmaceutically acceptable salt thereof, wherein:

R² is 3-aminophenoxy, B is phenyl, A is CH₂CH₂, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R² is 3,5-diaminophenoxy, B is phenyl, A is CH₂CH₂, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

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R² is 3-carboxy-5-aminophenoxy, B is phenyl, A is CH₂CH₂, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R² is 3-amino-5-(N-benzylamidocarbonyl)phenoxy, B is phenyl, A is CH₂CH₂, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R² is 3,5-diaminophenoxy, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R² is 3-carboxy-5-aminophenoxy, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R² is 3-amino-5-(N-benzylamidocarbonyl)phenoxy, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R² is 3,5-diaminophenoxy, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R² is 3-carboxy-5-aminophenoxy, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R² is 3-amino-5-(N-benzylamidocarbonyl)phenoxy, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH.

R² is 3-aminophenylthio, B is phenyl, A is CH₂CH₂, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R² is 3,5-diaminophenylthio, B is phenyl, A is CH₂CH₂, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R² is 3-carboxy-5-aminophenylthio, B is phenyl, A is CH₂CH₂, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R² is 3-amino-5-(N-benzylamidocarbonyl)phenylthio, B is phenyl, A is CH₂CH₂, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R² is 3,5-diaminophenylthio, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R² is 3-carboxy-5-aminophenylthio, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R² is 3-amino-5-(N-benzylamidocarbonyl)phenylthio, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

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R^2 is 3,5-diaminophenylthio, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-aminophenylthio, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenylthio, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-2-thienyl, B is phenyl, A is CH_2CH_2 , Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3,5-diamino-2-thienyl, B is phenyl, A is CH_2CH_2 , Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-amino-2-thienyl, B is phenyl, A is CH_2CH_2 , Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is phenyl, A is CH_2CH_2 , Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3,5-diamino-2-thienyl, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-amino-2-thienyl, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3,5-diamino-2-thienyl, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-amino-2-thienyl, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH; or

R^2 is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is $CH[::]$.

~~R^2 is 3-aminophenoxy, B is phenyl, A is CH_2CH_2 , Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3,5-diaminophenoxy, B is phenyl, A is CH_2CH_2 , Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

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- R^2 is 3-carboxy-5-aminophenoxy, B is phenyl, A is CH_2CH_2 , Y^{AT} is 5-guanidino-1-
exo-1-(2-thiazolyl)-2-pentyl, and M is N;
- R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenoxy, B is phenyl, A is CH_2CH_2 ,
 Y^{AT} is 5-guanidino-1-exo-1-(2-thiazolyl)-2-pentyl, and M is N;
- R^2 is 3,5-diaminophenoxy, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-
exo-1-(2-thiazolyl)-2-pentyl, and M is N;
- R^2 is 3-carboxy-5-aminophenoxy, B is isopropyl, A is single bond, Y^{AT} is 5-
guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;
- R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenoxy, B is isopropyl, A is single
bond, Y^{AT} is 5-guanidino-1-exo-1-(2-thiazolyl)-2-pentyl, and M is N;
- R^2 is 3,5-diaminophenoxy, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-
exo-1-(2-thiazolyl)-2-pentyl, and M is N;
- R^2 is 3-carboxy-5-aminophenoxy, B is cyclobutyl, A is single bond, Y^{AT} is 5-
guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;
- R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenoxy, B is cyclobutyl, A is single
bond, Y^{AT} is 5-guanidino-1-exo-1-(2-thiazolyl)-2-pentyl, and M is N.
- R^2 is 3-aminophenylthio, B is phenyl, A is CH_2CH_2 , Y^{AT} is 5-guanidino-1-oxo-1-
(2-thiazolyl)-2-pentyl, and M is N;
- R^2 is 3,5-diaminophenylthio, B is phenyl, A is CH_2CH_2 , Y^{AT} is 5-guanidino-1-
oxo-1-(2-thiazolyl)-2-pentyl, and M is N;
- R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenylthio, B is phenyl, A is
 CH_2CH_2 , Y^{AT} is 5-guanidino-1-exo-1-(2-thiazolyl)-2-pentyl, and M is N;
- R^2 is 3,5-diaminophenylthio, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-
1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;
- R^2 is 3-carboxy-5-aminophenylthio, B is isopropyl, A is single bond, Y^{AT} is 5-
guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;
- R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenylthio, B is isopropyl, A is single
bond, Y^{AT} is 5-guanidino-1-exo-1-(2-thiazolyl)-2-pentyl, and M is N;

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- ~~R² is 3,5-diaminophenylthio, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~
- ~~R² is 3-carboxy-5-aminophenylthio, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~
- ~~R² is 3-amino-5-(N-benzylamidocarbonyl)phenylthio, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~
- ~~R² is 3-amino-2-thienyl, B is phenyl, A is CH₂CH₂, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~
- ~~R² is 3,5-diamino-2-thienyl, B is phenyl, A is CH₂CH₂, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~
- ~~R² is 3-carboxy-5-amino-2-thienyl, B is phenyl, A is CH₂CH₂, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~
- ~~R² is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is phenyl, A is CH₂CH₂, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~
- ~~R² is 3,5-diamino-2-thienyl, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~
- ~~R² is 3-carboxy-5-amino-2-thienyl, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~
- ~~R² is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~
- ~~R² is 3,5-diamino-2-thienyl, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~
- ~~R² is 3-carboxy-5-amino-2-thienyl, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N; or~~
- ~~R² is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N.~~

38. (previously presented): A composition for inhibiting thrombotic conditions in blood comprising a compound of claims 8 or 37 and a pharmaceutically acceptable carrier.

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39. (previously presented): A composition for inhibiting thrombotic conditions in blood comprising a compound of any one of claims 1, 9, 17, 25, or 33 and a pharmaceutically acceptable carrier.

40. (previously presented): A method for inhibiting thrombotic conditions in blood comprising adding to blood a therapeutically effective amount of a composition of claim 38.

41. (previously presented): A method for inhibiting formation of blood platelet aggregates in blood comprising adding to blood a therapeutically effective amount of a composition of claim 38.

42. (previously presented): A method for inhibiting thrombus formation in blood comprising adding to blood a therapeutically effective amount of a composition of claim 38.

43. (previously presented): A method for treating or preventing venous thromboembolism and pulmonary embolism in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of claim 38.

44. (previously presented): A method for treating or preventing deep vein thrombosis in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of claim 38.

45. (previously presented): A method for treating or preventing cardiogenic thromboembolism in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of claim 38.

46. (previously presented): A method for treating or preventing thromboembolic stroke in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of claim 38.

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47. (previously presented): A method for treating or preventing thrombosis associated with cancer and cancer chemotherapy in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of claim 38.

48. (currently amended): A method for treating or preventing unstable angina in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of ~~any one~~ of claim 38.

49. (previously presented): A method for inhibiting thrombus formation in blood comprising adding to blood a therapeutically effective amount of a compound of any one of claims 1, 9, 17, 25, or 33 with a therapeutically effective amount of fibrinogen receptor antagonist.

Claim 50 (canceled).

51. (currently amended): A method of treating or preventing a TF VIIA-mediated disorder in a subject by administering a therapeutically effective amount of a compound or a pharmaceutically acceptable salt thereof, said compound selected from the group consisting of:

2-[3-[2-[3-aminophenyl]-6-chloro-N-[[4-aminoiminomethylphenyl]methyl]-5-[N,N-dimethylhydrazino]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

2-[3-[2-[3-aminophenyl]-6-chloro-5-[N-ethyl-N-methylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

2-[3-[2-[3-aminophenyl]-6-chloro-5-[N,N-diethylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

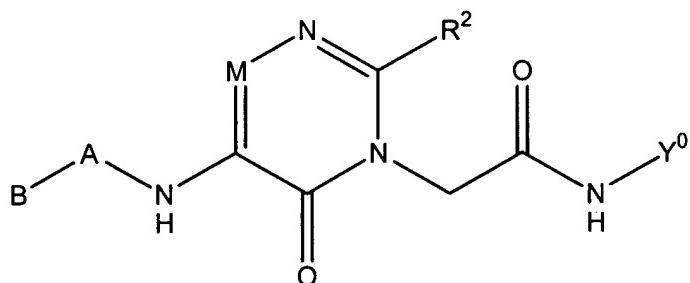
2-[3-[2-[3-aminophenyl]-5-[N-(azetidin-1-yl)amino]-6-chloro-N-[[4-aminoiminomethylphenyl]methyl]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

[2-[4-[3-[3-aminophenyl]-N-[[4-aminoiminomethylphenyl]methyl]-6-[N,N-dimethylhydrazino]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide;

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2-[4-[3-[3-aminophenyl]-6-[N-ethyl-N-methylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide;
2-[4-[3-[3-aminophenyl]-6-[N,N-diethylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide; and
2-[4-[3-[3-aminophenyl]-6-[N-(azetidin-1-yl)amino]-N-[[4-aminoiminomethylphenyl]methyl]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide.]

52. (currently amended): A method of treating or preventing a TF VIIA-mediated disorder in a subject by administering a therapeutically effective amount of a compound or a pharmaceutically acceptable salt thereof, said compound of the formula:



wherein:

R² is 3-aminophenyl, B is 3-chlorophenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-aminophenyl, B is phenyl, A is CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is phenyl, B is 3-chlorophenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-dimethylaminophenyl, B is phenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 2-methylphenyl, B is phenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is phenyl, B is 3-aminophenyl, A is C(O)NH, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is phenyl, B is 3-amidinophenyl, A is CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;

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R² is 3-(N-methylamino)phenyl, B is phenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-methylsulfonamidophenyl, B is phenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is phenyl, B is 4-amidinophenyl, A is CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-methylaminophenyl, B is phenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is phenyl, B is phenyl, A is CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-methylphenyl, B is 4-phenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-aminophenyl, B is 3-chlorophenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CCl;

R² is 3-aminophenyl, B is phenyl, A is CH₂, Y⁰ is 4-amidinobenzyl, and M is CCl;

R² is phenyl, B is 3-chlorophenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CCl;

R² is 3-dimethylaminophenyl, B is phenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CCl;

R² is 2-methylphenyl, B is phenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CCl;

R² is phenyl, B is 3-aminophenyl, A is C(O)NH, Y⁰ is 4-amidinobenzyl, and M is CCl;

R² is phenyl, B is 3-amidinophenyl, A is CH₂, Y⁰ is 4-amidinobenzyl, and M is CCl;

R² is 3-(N-methylamino)phenyl, B is phenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CCl;

R² is 3-methylsulfonamidophenyl, B is phenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CCl;

R² is phenyl, B is 4-amidinophenyl, A is CH₂, Y⁰ is 4-amidinobenzyl, and M is CCl;

R² is 3-methylaminophenyl, B is phenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CCl;

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R^2 is phenyl, B is phenyl, A is CH_2 , Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-methylphenyl, B is 4-phenyl, A is CH_2CH_2 , Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-aminophenyl, B is 3-chlorophenyl, A is CH_2CH_2 , Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is phenyl, A is CH_2 , Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is phenyl, B is 3-chlorophenyl, A is CH_2CH_2 , Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-dimethylaminophenyl, B is phenyl, A is CH_2CH_2 , Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 2-methylphenyl, B is phenyl, A is CH_2CH_2 , Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is phenyl, B is 3-aminophenyl, A is $C(O)NH$, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is phenyl, B is 3-amidinophenyl, A is CH_2 , Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-(N-methylamino)phenyl, B is phenyl, A is CH_2CH_2 , Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-methylsulfonamidophenyl, B is phenyl, A is CH_2CH_2 , Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is phenyl, B is 4-amidinophenyl, A is CH_2 , Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-methylaminophenyl, B is phenyl, A is CH_2CH_2 , Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is phenyl, B is phenyl, A is CH_2 , Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-methylphenyl, B is 4-phenyl, A is CH_2CH_2 , Y^0 is 4-amidinobenzyl, and M is CF;

~~R^2 is 3-aminophenyl, B is 3-chlorophenyl, A is CH_2CH_2 , Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is phenyl, A is CH_2 , Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is phenyl, B is 3-chlorophenyl, A is CH_2CH_2 , Y^0 is 4-amidinobenzyl, and M is N;~~

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~~R² is 3-dimethylaminophenyl, B is phenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 2-methylphenyl, B is phenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is phenyl, B is 3-aminophenyl, A is C(O)NH, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is phenyl, B is 3-amidinophenyl, A is CH₂, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3-(N-methylamino)phenyl, B is phenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3-methylsulfonamidophenyl, B is phenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is phenyl, B is 4-amidinophenyl, A is CH₂, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3-methylaminophenyl, B is phenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is phenyl, B is phenyl, A is CH₂, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3-methylphenyl, B is 4-phenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is N;~~

R² is 3-amidocarbonyl-5-aminophenyl, B is 3-chlorophenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is 3-chlorophenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-amidocarbonyl-5-aminophenyl, B is 3-chlorophenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is N;

R² is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is N;

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~~R² is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3-amino-5-(N-(2-chlorobenzyl)amidesulfonyl)phenyl, B is 3-chlorophenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3,5-diaminophenoxy, B is 3-chlorophenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3-amino-5-carboxy-2-thienyl, B is 3-chlorophenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;~~

~~R² is 3-aminophenyl, B is 2,2,2-trifluoroethyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;~~

~~R² is 3-aminophenyl, B is (S)-2-butyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;~~

~~R² is 5-amino-2-fluorophenyl, B is isopropyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;~~

~~R² is 2-methyl-3-aminophenyl, B is isopropyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;~~

~~R² is 3-aminophenyl, B is ethyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;~~

~~R² is 3-aminophenyl, B is ethyl, A is single bond, Y⁰ is 4-amidino-2-fluorobenzyl, and M is CH;~~

~~R² is 3-aminophenyl, B is 2-propenyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;~~

~~R² is 3-aminophenyl, B is isopropyl, A is single bond, Y⁰ is 4-amidino-2-fluorobenzyl, and M is CH;~~

~~R² is 3-aminophenyl, B is isopropyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;~~

~~R² is 3-aminophenyl, B is 2-butyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;~~

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R² is 3-aminophenyl, B is (R)-2-butyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-aminophenyl, B is 2-propynyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-aminophenyl, B is 3-pentyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-aminophenyl, B is hydrido, A is CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-aminophenyl, B is ethyl, A is CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-aminophenyl, B is 2-methypropyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-aminophenyl, B is 2-propyl, A is CH₃CH, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-aminophenyl, B is propyl, A is single bond, Y⁰ is 4-amidino-2-fluorobenzyl, and M is CH;

R² is 3-aminophenyl, B is 6-amidocarbonylhexyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-aminophenyl, B is tert-butyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-aminophenyl, B is tert-butyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-aminophenyl, B is 3-hydroxypropyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-aminophenyl, B is 2-methylpropyl, A is single bond, Y⁰ is 4-amidino-2-fluorobenzyl, and M is CH;

R² is 3-aminophenyl, B is butyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-aminophenyl, B is 3-methoxy-2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-aminophenyl, B is 3-methoxy-2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

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R^2 is 3-aminophenyl, B is 2-methoxy-2-ethyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-propyl, A is single bond, Y^0 is 5-amidino-2-thienylmethyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidino-3-fluorobenzyl, and M is CH;

R^2 is 3-carboxyphenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidino-3-fluorobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2,2,2-trifluoroethyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is (S)-2-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 5-amino-2-fluorophenyl, B is isopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 2-methyl-3-aminophenyl, B is isopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is ethyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is ethyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is N;

R^2 is 3-aminophenyl, B is 2-propenyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is isopropyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is N;

R^2 is 3-aminophenyl, B is isopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is 2-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

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- _____ R^2 is 3-aminophenyl, B is (R)-2-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;
- _____ R^2 is 3-aminophenyl, B is 2-propynyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;
- _____ R^2 is 3-aminophenyl, B is 3-pentyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;
- _____ R^2 is 3-aminophenyl, B is hydrido, A is CH_2 , Y^0 is 4-amidinobenzyl, and M is N;
- _____ R^2 is 3-aminophenyl, B is ethyl, A is CH_2 , Y^0 is 4-amidinobenzyl, and M is N;
- _____ R^2 is 3-aminophenyl, B is 2-methylpropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;
- _____ R^2 is 3-aminophenyl, B is 2-propyl, A is CH_3CH , Y^0 is 4-amidinobenzyl, and M is N;
- _____ R^2 is 3-aminophenyl, B is propyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is N;
- _____ R^2 is 3-aminophenyl, B is 6-amidocarbonylhexyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;
- _____ R^2 is 3-aminophenyl, B is tert-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;
- _____ R^2 is 3-aminophenyl, B is tert-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;
- _____ R^2 is 3-aminophenyl, B is 3-hydroxypropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;
- _____ R^2 is 3-aminophenyl, B is 2-methylpropyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is N;
- _____ R^2 is 3-aminophenyl, B is butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;
- _____ R^2 is 3-aminophenyl, B is 3-methoxy-2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;
- _____ R^2 is 3-aminophenyl, B is 3-methoxy-2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

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~~R² is 3-aminophenyl, B is 2-methoxy-2-ethyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3-aminophenyl, B is 2-propyl, A is single bond, Y⁰ is 5-amidino-2-thienylmethyl, and M is N;~~

~~R² is 3-aminophenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidino-3-fluorobenzyl, and M is N;~~

~~R² is 3-carboxyphenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3-aminophenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidino-3-fluorobenzyl, and M is CH;~~

~~R² is 3-amidocarbonyl-5-aminophenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3-amino-5-(N-(2-chlorobenzyl)amidesulfonyl)phenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3,5-diaminophenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3-amino-5-carboxyphenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3-amidocarbonyl-5-aminophenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;~~

~~R² is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;~~

~~R² is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;~~

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R² is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3,5-diaminophenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-amino-5-carboxyphenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-amino-5-carbomethoxyphenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-amidocarbonyl-5-aminophenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CCl;

R² is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CCl;

R² is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CCl;

R² is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CCl;

R² is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CCl;

R² is 3,5-diaminophenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CCl;

R² is 3-amino-5-carboxyphenyl, B is 2-propyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CCl;

R² is 3-aminophenyl, B is cyclopropyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-aminophenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidino-2-fluorobenzyl, and M is CH;

R² is 3-aminophenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

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R² is 3-aminophenyl, B is cyclopropyl, A is single bond, Y⁰ is 4-amidino-2-fluorobenzyl, and M is CH;

R² is 3-aminophenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-aminophenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidino-3-fluorobenzyl, and M is CH;

R² is 3-aminophenyl, B is cyclopentyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 5-amino-2-thienyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-aminophenyl, B is cyclopropyl, A is CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-aminophenyl, B is 2-(2R)-bicyclo[2.2.1]-heptyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-aminophenyl, B is cyclopentyl, A is single bond, Y⁰ is 4-amidino-2-fluorobenzyl, and M is CH;

R² is 3-aminophenyl, B is cyclohexyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 2-hydroxyphenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is phenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 3-thienyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

R² is 2,6-dichlorophenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;

~~R² is 3-aminophenyl, B is cyclopropyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3-aminophenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidino-2-fluorobenzyl, and M is N;~~

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- R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;
- R^2 is 3-aminophenyl, B is cyclopropyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is N;
- R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;
- R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidino-3-fluorobenzyl, and M is N;
- R^2 is 3-aminophenyl, B is cyclopentyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;
- R^2 is 5-amino-2-thienyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;
- R^2 is 3-aminophenyl, B is cyclopropyl, A is CH_2 , Y^0 is 4-amidinobenzyl, and M is N;
- R^2 is 3-aminophenyl, B is 2-(2R)-bicyclo[2.2.1]heptyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;
- R^2 is 3-aminophenyl, B is cyclopentyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is N;
- R^2 is 3-aminophenyl, B is cyclohexyl, A is CH_2CH_2 , Y^0 is 4-amidinobenzyl, and M is N;
- R^2 is 2-hydroxyphenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;
- R^2 is phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;
- R^2 is 3-thienyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;
- R^2 is 2,6-dichlorophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;
- R^2 is 3-aminophenyl, B is cyclopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CF;
- R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is CF;

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R² is 3-aminophenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CF;

R² is 3-aminophenyl, B is cyclopropyl, A is single bond, Y⁰ is 4-amidino-2-fluorobenzyl, and M is CF;

R² is 3-aminophenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CF;

R² is 3-aminophenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidino-3-fluorobenzyl, and M is CF;

R² is 3-aminophenyl, B is cyclopentyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CF;

R² is 5-amino-2-thienyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CF;

R² is 3-aminophenyl, B is cyclopropyl, A is CH₂, Y⁰ is 4-amidinobenzyl, and M is CF;

R² is 3-aminophenyl, B is 2-(2R)-bicyclo[2.2.1]-heptyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CF;

R² is 3-aminophenyl, B is cyclopentyl, A is single bond, Y⁰ is 4-amidino-2-fluorobenzyl, and M is CF;

R² is 3-aminophenyl, B is cyclohexyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CF;

R² is 2-hydroxyphenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CF;

R² is phenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CF;

R² is 3-thienyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CF;

R² is 2,6-dichlorophenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CF;

~~R² is 3-amidocarbonyl-5-aminophenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is N;~~

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~~R² is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3,5-diaminophenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3-amino-5-carboxyphenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is N;~~

~~R² is 3-amidocarbonyl-5-aminophenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;~~

~~R² is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;~~

~~R² is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;~~

~~R² is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;~~

~~R² is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;~~

~~R² is 3,5-diaminophenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;~~

~~R² is 3-amino-5-carboxyphenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CH;~~

~~R² is 3-amidocarbonyl-5-aminophenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CCl;~~

~~R² is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CCl;~~

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R² is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CCl;

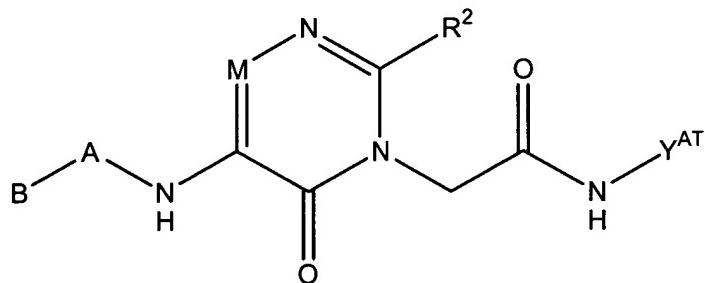
R² is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CCl;

R² is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CCl;

R² is 3,5-diaminophenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CCl; or

R² is 3-amino-5-carboxyphenyl, B is cyclobutyl, A is single bond, Y⁰ is 4-amidinobenzyl, and M is CCl.

53. (currently amended): A method of treating or preventing a TF VIIA-mediated disorder in a subject by administering a therapeutically effective amount of a compound or a pharmaceutically acceptable salt thereof, said compound of the formula:



wherein;

R² is 3-aminophenyl, B is phenyl, A is CH₂, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

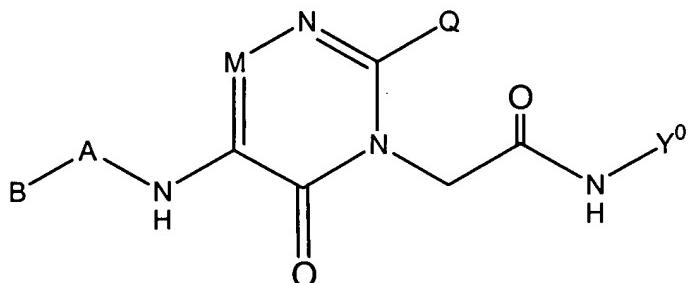
R² is 3-aminophenyl, B is phenyl, A is CH₂, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CF; or

R² is 3-aminophenyl, B is phenyl, A is CH₂, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CCl[[;]]. or

~~R² is 3-aminophenyl, B is phenyl, A is CH₂, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N.~~

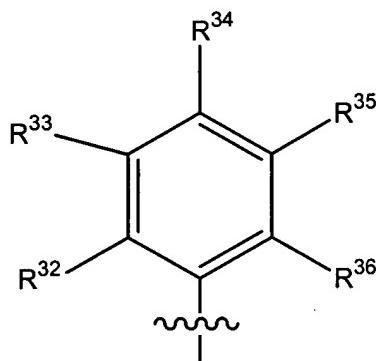
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54. (currently amended): A compound of the Formula:



or a pharmaceutically acceptable salt thereof, wherein:

B is the Formula:



R³², R³³, R³⁴, R³⁵, and R³⁶ are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

A is selected from the group consisting of single covalent bond and (CH(R¹⁵))_{pa}-(W⁷)_{rr} wherein rr is an integer selected from 0 through 1, pa is an integer selected from 0 through 3, and W⁷ is N(R⁷);

R⁷ is selected from the group consisting of hydrido and alkyl;

R¹⁵ is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

M is [[N or]] R¹-C;

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R¹ is selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

Q is selected from the group consisting of aryl and heteroaryl wherein (a) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R⁹, (b) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R¹³, (c) a ring carbon or nitrogen, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R⁹, is optionally substituted by R¹⁰, (d) a ring carbon or nitrogen, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹³, is optionally substituted by R¹², and (e) a ring carbon or nitrogen, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R¹⁰ and R¹², respectively, is optionally substituted by R¹¹;

R⁹, R¹¹, and R¹³ are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

R¹⁰ and R¹² are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxyamido, and cyano;

Y⁰ is amidinoaralkyl or amidinoheteroaralkyl;

Q^b is selected from the group consisting of hydrido, NR²⁰R²¹, N(R²⁶)C(NR²⁵)N(R²³)(R²⁴), and C(NR²⁵)NR²³R²⁴; and

R²⁰, R²¹, R²³, R²⁴, R²⁵, and R²⁶ are independently selected from the group consisting of hydrido and alkyl.

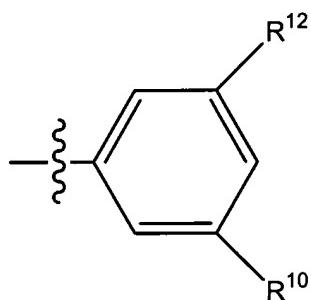
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55. (previously presented): The compound of claim 54 wherein B is phenyl or phenyl substituted by hydrido, halo, amidino, or hydroxy.

56. (previously presented): The compound of claim 55 wherein A is CH₂ or CH₂CH₂ and M is CH or C-halo.

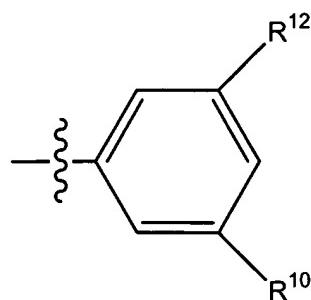
57. (previously presented): The compound of claim 56 wherein B is phenyl, chlorophenyl, or amidinophenyl.

58. (previously presented): The compound of claim 57 wherein Q is



and R¹⁰ and R¹² are as defined in claim 54.

59. (previously presented): The compound of claim 54 wherein Q is



and R¹⁰ and R¹² are as defined in claim 54.

60. (previously presented): The compound of claim 54 wherein Q is 3-amino-5-carboxy-2-thienyl, B is 3-chlorophenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl,

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and M is CH or CCl.

61. (previously presented): The compound of claim 54 wherein Q is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is 3-chlorophenyl, A is CH_2CH_2 , Y^0 is 4-amidinobenzyl, and M is CH or CCl.

62. (previously presented): The compound of claim 54 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)-2-thienyl, B is 3-chlorophenyl, A is CH_2CH_2 , Y^0 is 4-amidinobenzyl, and M is CH or CCl.

63. (previously presented): The compound of claim 54 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)-2-thienyl, B is 3-chlorophenyl, A is CH_2CH_2 , Y^0 is 4-amidinobenzyl, and M is CH or CCl.

64. (previously presented): The compound of claim 54 wherein Q is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)-2-thienyl, B is 3-chlorophenyl, A is CH_2CH_2 , Y^0 is 4-amidinobenzyl, and M is CH or CCl.

65. (previously presented): The compound of claim 54 wherein Q is 3-amidocarbonyl-5-aminophenyl, B is 3-chlorophenyl, A is CH_2CH_2 , Y^0 is 4-amidinobenzyl, and M is CH.

66. (previously presented): The compound of claim 54 wherein Q is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2 , Y^0 is 4-amidinobenzyl, and M is CH.

67. (previously presented): The compound of claim 54 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2 , Y^0 is 4-amidinobenzyl, and M is CH.

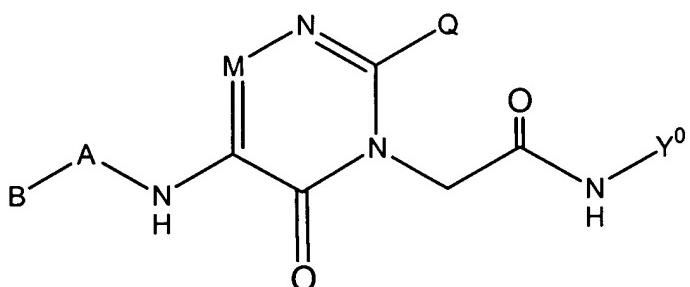
68. (previously presented): The compound of claim 54 wherein Q is 3-

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amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is 3-chlorophenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CH.

69. (previously presented): The compound of claim 54 wherein Q is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH₂CH₂, Y⁰ is 4-amidinobenzyl, and M is CH.

70. (currently amended): A compound of the Formula:



or a pharmaceutically acceptable salt thereof, wherein:

B is selected from the group consisting of hydrido, C₂-C₈ alkyl, C₃-C₈ alkenyl, C₃-C₈ alkynyl, and C₂-C₈ haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of R³², R³³, R³⁴, R³⁵, and R³⁶;

R³², R³³, R³⁴, R³⁵, and R³⁶ are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

A is selected from the group consisting of single covalent bond and (CH(R¹⁵))_{pa}-(W⁷)_{rr} wherein rr is an integer selected from 0 through 1, pa is an integer selected from 0 through 3, and W⁷ is N(R⁷);

R⁷ is selected from the group consisting of hydrido and alkyl;

R¹⁵ is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

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M is [[N or]] R¹-C

R¹ is selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

Q is selected from the group consisting of aryl and heteroaryl wherein (a) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R⁹, (b) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R¹³, (c) a ring carbon or nitrogen, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R⁹, is optionally substituted by R¹⁰, (d) a ring carbon or nitrogen, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹³, is optionally substituted by R¹², and (e) a ring carbon or nitrogen, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R¹⁰ and R¹², respectively, is optionally substituted by R¹¹;

R⁹, R¹¹, and R¹³ are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

R¹⁰ and R¹² are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxyamido, and cyano;

Y⁰ is amidinoaralkyl or amidinoheteroaralkyl;

Q^b is selected from the group consisting of hydrido, NR²⁰R²¹, N(R²⁶)C(NR²⁵)N(R²³)(R²⁴), and C(NR²⁵)NR²³R²⁴; and

R²⁰, R²¹, R²³, R²⁴, R²⁵, and R²⁶ are independently selected from the group consisting of hydrido and alkyl.

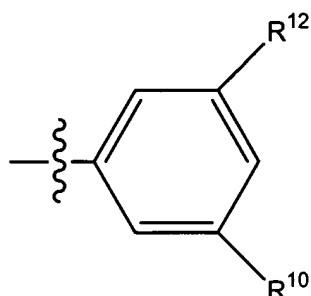
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71. (previously presented): The compound of claim 70 wherein B is hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, or C2-C8 haloalkyl.

72. (previously presented): The compound of claim 71 wherein A is a bond and M is CH or CCl.

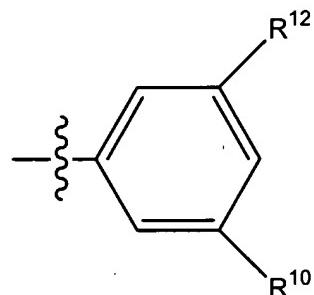
73. (previously presented): The compound of claim 72 wherein B is C2-C8 alkyl.

74. (previously presented): The compound of claim 73 wherein Q is



and R¹⁰ and R¹² are as defined in claim 70.

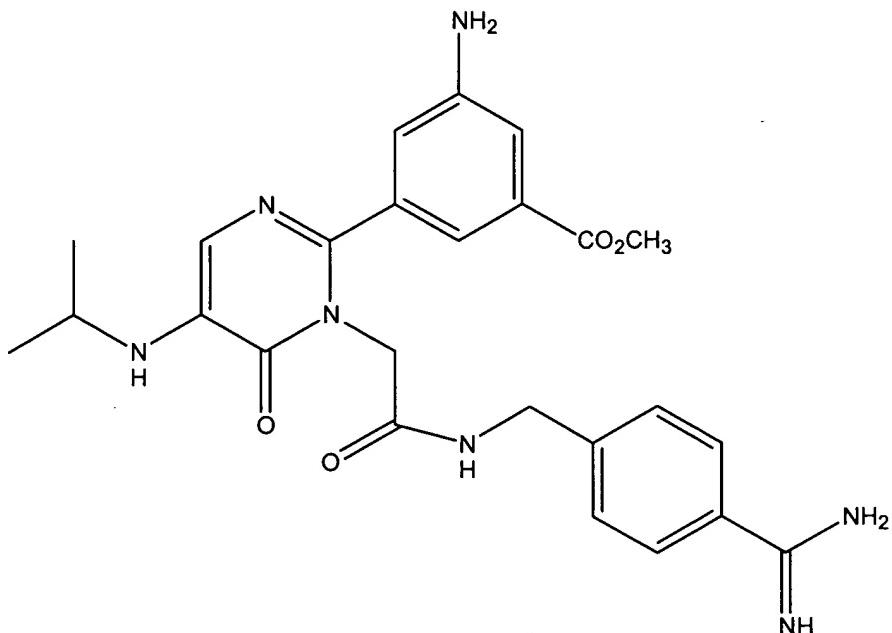
75. (previously presented): The compound of claim 70 wherein Q is



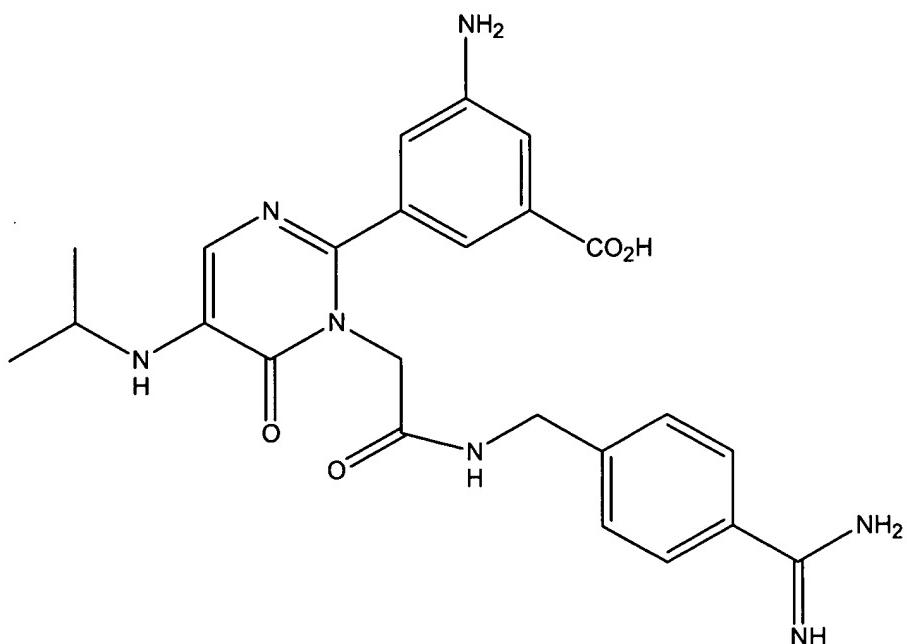
and R¹⁰ and R¹² are as defined in claim 70.

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76. (previously presented): The compound of claim 70 wherein the compound is



77. (previously presented): The compound of claim 70 wherein the compound is



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78. (previously presented): The compound of claim 70 wherein Q is 3-amino-5-carboxy-2-thienyl, B is 2-propyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

79. (previously presented): The compound of claim 70 wherein Q is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is 2-propyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

80. (previously presented): The compound of claim 70 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)-2-thienyl, B is 2-propyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

81. (previously presented): The compound of claim 70 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)-2-thienyl, B is 2-propyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

82. (previously presented): The compound of claim 70 wherein Q is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)-2-thienyl, B is 2-propyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

83. (previously presented): The compound of claim 70 wherein Q is 3,5-diamino-2-thienyl, B is 2-propyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

84. (previously presented): The compound of claim 70 wherein Q is 3-amidocarbonyl-5-aminophenyl, B is 2-propyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

85. (previously presented): The compound of claim 70 wherein Q is 3-

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amino-5-(N-benzylamidocarbonyl)phenyl, B is 2-propyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

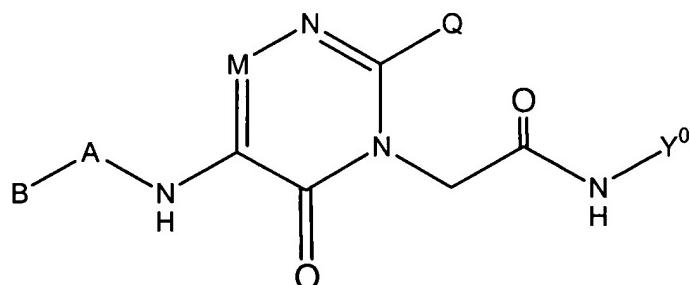
86. (previously presented): The compound of claim 70 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

87. (previously presented): The compound of claim 70 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is 2-propyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

88. (previously presented): The compound of claim 70 wherein Q is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

89. (previously presented): The compound of claim 70 wherein Q is 3,5-diaminophenyl, B is 2-propyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

90. (previously presented): A compound of the Formula:



or a pharmaceutically acceptable salt thereof, wherein:

B is selected from the group consisting of C3-C7 cycloalkyl and C4-heterocyclyl, wherein (a) each ring carbon is optionally substituted with R³³, (b) a

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ring carbon, other than the ring carbon at the point of attachment, is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, (c) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R⁹, (d) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R¹³, (e) a ring carbon or nitrogen, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R⁹, is optionally substituted by R¹⁰, (f) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹³, is optionally substituted by R¹², (g) a ring carbon or nitrogen, if present, in a first gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹⁰, is optionally substituted by R¹¹, and (h) a ring carbon or nitrogen, if present, in a second gamma position relative to the carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹², is optionally substituted by R³³;

R⁹, R¹¹, and R¹³ are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxylalkyl, carboxy, carboxamido, and cyano;

R¹⁰ and R¹² are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxylalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxylalkyl, carboxamido, and cyano;

R³³ and R³⁴ are independently selected from the group consisting of hydrido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxylalkyl, carboalkoxy, carboxy, carboxamido, and cyano;

R³³ is optionally Q^b:

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A is selected from the group consisting of single covalent bond and $(CH(R^{15}))_{pa}-(W^7)_r$, wherein r is an integer selected from 0 through 1, pa is an integer selected from 0 through 3, and W⁷ is N(R⁷);

R⁷ is selected from the group consisting of hydrido, hydroxy and alkyl;

R¹⁵ is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

M is R¹-C.

R¹ is selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

Q is selected from the group consisting of aryl and heteroaryl wherein (a) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R⁹, (b) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R¹³, (c) a ring carbon or nitrogen, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R⁹, is optionally substituted by R¹⁰, (d) a ring carbon or nitrogen, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R¹³, is optionally substituted by R¹², and (e) a ring carbon or nitrogen, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R¹⁰ and R¹², respectively, is optionally substituted by R¹¹;

Y⁰ is amidinoaralkyl or amidinoheteroaralkyl;

Q^b is selected from the group consisting of hydrido, NR²⁰R²¹, and C(NR²⁵)NR²³R²⁴; and

R²⁰, R²¹, R²³, R²⁴, and R²⁵ are independently selected from the group consisting of hydrido and alkyl.

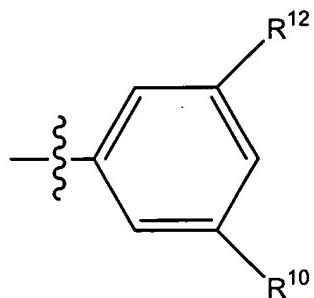
91. (previously presented): The compound of claim 90 wherein B is C3-C7 cycloalkyl or C4-heterocyclyl.

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92. (previously presented): The compound of claim 91 wherein A is a bond and M is CH or C-halo.

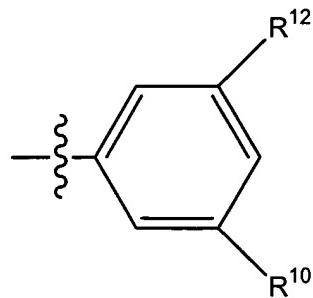
93. (previously presented): The compound of claim 92 wherein B is C3-C7 cycloalkyl.

94. (previously presented): The compound of claim 93 wherein Q is



and R¹⁰ and R¹² are as defined in claim 90.

95. (previously presented): The compound of claim 90 wherein R² is



and R¹⁰ and R¹² are as defined in claim 90.

96. (previously presented): The compound of claim 90 wherein Q is 3-amino-5-carboxy-2-thienyl, B is cyclobutyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

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97. (previously presented): The compound of claim 90 wherein Q is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is cyclobutyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

98. (previously presented): The compound of claim 90 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)-2-thienyl, B is cyclobutyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

99. (previously presented): The compound of claim 90 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)-2-thienyl, B is cyclobutyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

100. (previously presented): The compound of claim 90 wherein Q is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)-2-thienyl, B is cyclobutyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

101. (previously presented): The compound of claim 90 wherein Q is 3,5-diamino-2-thienyl, B is cyclobutyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

102. (previously presented): The compound of claim 90 wherein Q is 3-amidocarbonyl-5-aminophenyl, B is cyclobutyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

103. (previously presented): The compound of claim 90 wherein Q is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclobutyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

104. (previously presented): The compound of claim 90 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

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105. (previously presented): The compound of claim 90 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclobutyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

106. (new): The compound of claim 90 wherein Q is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.

107. (previously presented): The compound of claim 90 wherein Q is 3,5-diaminophenyl, B is cyclobutyl, A is a single bond, Y⁰ is 4-amidinobenzyl, and M is CH or CCl.